

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., et al., Debtors.¹	§ § § § §	Case No. 22-90341 (DRJ) (Chapter 11) (Jointly Administered) Re: Docket Nos. 541 & 933
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**SUMMARY COVER SHEET TO THE FIRST
INTERIM FEE APPLICATION OF VINSON & ELKINS LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS FOR THE PERIOD FROM MARCH 30, 2023 THROUGH JUNE 30, 2023**

Name of Applicant	Vinson & Elkins LLP	
Applicant's role in case:	Counsel for the Official Committee of Equity Security Holders	
Date order of employment signed:	May 25, 2023 [Docket No. 933] ²	
Time period covered by this Application:	Beginning of Period	End of Period
	March 30, 2023	June 30, 2023
Time period(s) covered by prior Applications:	N/A	N/A
Total amounts awarded in all prior Applications:	N/A	
Total fees requested in this Application:	\$1,839,005.50	
Total professional fees requested in this Application:	\$1,824,599.50	
Total actual professional hours covered by this Application:	1,437.1	
Average hourly rate for professionals:	\$1,269.64	
Total paraprofessional fees requested in this Application:	\$14,406.00	
Total actual paraprofessional hours covered by this Application:	34.3	
Average hourly rate for paraprofessionals:	\$420.00	
Reimbursable expenses sought in this Application:	\$20,842.06	
Total Fees and Expenses Requested in this Application (inclusive of 20% holdback):	\$1,859,847.56	
Total to be Paid to Priority Unsecured Creditors:	N/A	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR, LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² V&E's retention is effective as of March 30, 2023.

Anticipated % Dividend to Priority Unsecured Creditors:	N/A
Total to be Paid to General Unsecured Creditors:	N/A
Anticipated % Dividend to General Unsecured Creditors:	N/A
Date of Confirmation Hearing:	TBD
Indicate whether plan has been confirmed:	No

Dated: September 20, 2023
Houston, Texas

Respectfully submitted,

/s/ David S. Meyer

VINSON & ELKINS LLP

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**COUNSEL FOR THE OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., <i>et al.</i>, Debtors.¹	§ § § § §	Case No. 22-90341 (DRJ) (Chapter 11) (Jointly Administered) Re: Docket Nos. 541 & 933
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**FIRST INTERIM FEE APPLICATION OF VINSON & ELKINS LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS FOR THE PERIOD FROM MARCH 30, 2023 THROUGH JUNE 30, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN RESPONSE THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Vinson & Elkins LLP (“**V&E**”) as counsel to the Official Committee of Equity Security Holders (the “**Equity Committee**”) of the above-referenced debtors and debtors in possession (collectively, the “**Debtors**”) hereby submits its first interim fee application (this “**Application**”) for the period from March 30, 2023 through and including June 30, 2023 (the “**Fee Period**”) for allowance of compensation for actual, necessary professional services provided by V&E during the Fee Period in the aggregate amount of \$1,839,005.50, and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR, LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

reimbursement for actual and necessary expenses in the amount of \$20,842.06 that V&E incurred during the Fee Period, and respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “***Court***”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). V&E confirms its consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”), to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 328, 330, and 331 of title 11 of the United States Code (the “***Bankruptcy Code***”), Bankruptcy Rule 2016, rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “***Local Rules***”), the Procedures for Complex Cases in the Southern District of Texas (the “***Complex Case Procedures***”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* signed on February 21, 2023 [Docket No. 541] (the “***Interim Compensation Order***”).

BACKGROUND

4. On December 21, 2022 (the “***Petition Date***”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing these chapter 11 cases (the “***Chapter 11 Cases***”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no request for the appointment of a trustee or examiner has been

made in the Chapter 11 Cases.

5. On March 7, 2023, the Court entered the *Agreed Order Directing the Appointment of an Official Committee of Equity Security Holders* [Docket No. 642] (the “**OEC Appointment Order**”). On March 23, 2023, the U.S. Trustee appointed the Equity Committee in the Chapter 11 Cases pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of Official Committee of Equity Security Holders* [Docket No. 724].

PRELIMINARY STATEMENT

6. The Debtors filed these Chapter 11 Cases during the “crypto winter” when bitcoin price was near historic lows. In the eight months that have passed, the price of bitcoin has increased significantly, and these Chapter 11 Cases are in a dramatically different position than they were on the Petition Date. The Equity Committee was appointed and selected V&E and FTI Consulting, Inc. (“**FTI**”) as its advisors in the midst of these rapidly evolving market conditions. V&E (along with FTI) has worked quickly and efficiently to understand the complex legal issues facing the Equity Committee, as the fiduciary for all equity security holders, in these Chapter 11 Cases and engaged in significant negotiations with the Debtors and other stakeholders to maximize value for the benefit of all equity security holders.

7. During the Fee Period, V&E has performed the following services on behalf of the Equity Committee, including, among other things: (i) advising the Equity Committee regarding its statutory duties to other equity security holders; (ii) engaging in significant negotiations with the Debtors and their various stakeholders on a potential chapter 11 plan; (iii) analyzing the Debtors’ business plan (and subsequent revisions); (iv) analyzing the Debtors’ proposed plan of reorganization; and (v) leading the organization of a proposed backstopped equity rights offering that will fund the Debtors’ proposed plan of reorganization and emergence from bankruptcy, as

well as the Debtors' required capital needs as part of the Debtors' business plan.

8. While representing the Equity Committee's interests, V&E has remained mindful of the limited mandate the Court established in the OEC Appointment Order. As described further below, during the Fee Period, V&E has assisted the Equity Committee in matters related to: "(a) valuation and (b) negotiations, in each case related to determining the terms of confirmation of a chapter 11 reorganization plan." Additionally, since the Equity Committee's appointment, there has been a significant change in tone and substance in the Chapter 11 Cases. V&E has engaged in constructive dialogue with the Debtors and their stakeholders, focusing on maximizing value of the Debtors' estates for the benefit of all stakeholders while avoiding "snippy" pleadings and actions that the Court previously noted.

9. Accordingly, V&E respectfully submits that the compensation and expense reimbursement sought herein for the actual, necessary professional services V&E provided to the Equity Committee during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of the Chapter 11 Cases, and should be allowed.²

THE EQUITY COMMITTEE'S RETENTION OF V&E

10. On April 28, 2023, the Equity Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders* [Docket No. 827] (the "**Retention Application**"). On May 25, 2023, the Court entered the *Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Official Committee of Equity Security Holders* [Docket No. 933] (the "**Retention Order**"). The Retention Order authorized the Equity Committee to retain

² The OEC Appointment Order sets forth the EC Fee Cap (as defined therein), which may be increased with Court approval. The Equity Committee intends to seek removal of the EC Fee Cap in accordance with the OEC Appointment Order in connection with the backstopped equity rights offering or by separate motion.

and employ V&E as its counsel as of March 30, 2023, in accordance with the Retention Order and the engagement letter between the Official Equity Committee and V&E effective as of March 30, 2023 (the “*Engagement Letter*”).

11. The Engagement Letter specifies that the Debtors will compensate V&E for professional services at V&E’s base hourly rate for attorneys and other timekeepers and for its actual expenses incurred. The Retention Order instructs V&E to apply to the Court for compensation from the Debtors for professional services rendered and reimbursement of expenses incurred in connection with services provided to the Equity Committee in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, the Complex Case Procedures, and any other applicable procedures and orders of the Court.

12. V&E prepared a budget and staffing plan (the “*Budget and Staffing Plan*”) for its engagement with the Equity Committee, which is attached as **Exhibit A**, and presented the Budget and Staffing Plan to the members of the Equity Committee shortly after being engaged.

SUMMARY OF COMPLIANCE WITH THE INTERIM COMPENSATION ORDER

13. This Application has been prepared in accordance with the Interim Compensation Order. V&E seeks compensation of fees in the amount of \$1,839,005.50 for the reasonable and necessary legal services V&E rendered to the Equity Committee during the Fee Period and reimbursement of actual and necessary expenses in the amount of \$20,842.06 that V&E incurred during the Fee Period. During the Fee Period, V&E attorneys expended a total of 1,437.1 hours and paraprofessionals expended a total of 34.3 hours providing services to the Equity Committee.

14. During the Fee Period, V&E has not received any payment nor any promises for payment, other than those described herein, which were issued in accordance with the Interim Compensation Order. V&E has not shared, nor has V&E agreed to share (a) any compensation it

has received or may receive with another party or person other than with the partners, counsel, and associates of V&E or (b) any compensation another person or party has received or may receive.

A. Customary Billing Disclosures.

15. V&E's hourly rates are set at a level designed to fairly compensate V&E for its attorneys' and paraprofessionals' work and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by V&E in the Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by V&E for other restructuring matters, as well as similar corporate, securities, and litigation matters.

16. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve significant complexity, high stakes, and considerable time pressures. For the convenience of the Court and all parties in interest, attached as **Exhibit B** is a summary of the blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to this matter during the Fee Period.

B. Fees Incurred During the Fee Period.

17. In the ordinary course of V&E's practice, V&E maintains computerized records of the time expended to render professional services, and has maintained such records for the professional services provided to the Equity Committee. For the convenience of the Court and all parties in interest, attached as **Exhibit C** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on the Chapter 11 Cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;

- the hourly billing rate for each attorney and each paraprofessional at V&E's current billing rates;
- the number of rate increases, if any, during the Fee Period;³ and
- a calculation of total compensation requested using the rates disclosed in the Retention Application.

C. Expenses Incurred During the Fee Period.

18. In the ordinary course of V&E's practice, V&E maintains a record of expenses incurred rendering professional services for which reimbursement is sought.

19. For the convenience of the Court and all parties in interest, attached as **Exhibit D** is a summary setting forth the total amount of reimbursed expenses with respect to each category of expenses.

SUMMARY OF LEGAL SERVICES RENDERED DURING THE FEE PERIOD

20. As discussed above, during the Fee Period, V&E performed actual, necessary professional services on behalf, and at the request, of the Equity Committee in connection with the Chapter 11 Cases. As discussed above, the nature and complexity of the issues in the Chapter 11 Cases and the need to act or respond to such issues on an expedited basis in order to further the Equity Committee's objectives and the interests of the Debtors' existing equity security holders required the expenditure of considerable time by V&E attorneys and paraprofessionals during the Fee Period.

21. To provide a meaningful summary of V&E's services provided on behalf of the Equity Committee, V&E has established, in accordance with its internal billing procedures, certain subject matter categories (each, a "***Submatter***") in connection with the Chapter 11 Cases. The following is a summary, by Submatter, of the most significant professional services provided by

³ There were no rate increases during the Fee Period.

V&E during the Fee Period. This summary is organized in accordance with V&E's internal system of matter numbers. A schedule setting forth a description of the Submatters utilized in this case, the number of hours expended by V&E attorneys and paraprofessionals by matter, and the aggregate fees associated with each matter is attached as **Exhibit E**.

22. In addition, V&E's computerized records of time expended providing professional services to the Equity Committee during the Fee Period are attached as **Exhibit F**, and V&E's records of expenses incurred during the Fee Period are attached as **Exhibit G**.

A. Case Administration – General – Submatter 1.

Total Fees: \$167,484.50

Total Hours: 142.4

23. This Submatter includes time spent by V&E attorneys and paraprofessionals in connection with various case administration matters and tasks necessary to the Equity Committee's involvement in the Chapter 11 Cases. Specifically, V&E attorneys and paraprofessionals spent time:

- reviewing and analyzing background documents;
- monitoring dockets and managing filings, deadlines, and critical dates;
- conducting internal V&E conferences and telephone conferences with FTI to allocate workstreams and monitor works-in-progress; and
- coordinating case management tasks among V&E personnel and other retained professionals.

B. Employment and Fee Applications – General – Submatter 3.

Total Fees: \$143,708.50

Total Hours: 115

24. This Submatter includes time spent by V&E attorneys and paraprofessionals providing services related to the retention of the Equity Committee's professionals, including V&E as counsel and FTI as financial advisor. Specifically, V&E attorneys spent time:

- preparing the Retention Application, related pleadings, and a comprehensive conflict analysis necessary for V&E to obtain entry of the Retention Order;
- obtaining the Court's approval of FTI's retention as the financial advisor to the Equity Committee;⁴
- preparing monthly fee statements for April and May 2023 in accordance with the Interim Compensation Order's procedures; and
- reviewing V&E and FTI's monthly fee statements to prevent the disclosure of privileged and other sensitive information.

C. Employment and Fee Applications – Budgeting – Submatter 4.

Total Fees: \$18,720.50

Total Hours: 20.1

25. This Submatter includes time spent by V&E attorneys and paraprofessionals preparing the Budget and Staffing Plan for the Equity Committee, which estimated V&E's prospective allocation of time among the Submatters in these Chapter 11 Cases, and communicating with Equity Committee members regarding the Budget and Staffing Plan.

D. Hearings – Submatter 5.

Total Fees: \$58,059.50

Total Hours: 42.1

26. This Submatter includes time spent by V&E attorneys and paraprofessionals related to preparing for and attending hearings during the Fee Period. In preparation for such hearings, V&E attorneys and paraprofessionals reviewed and analyzed all relevant issues, motions, and pleadings filed with the Court, including any objections and responses, discussed the requested relief with the Debtors' advisors and various other parties in interest, and, when necessary, asserted the Equity Committee's positions at such hearings. Specifically, during the Fee Period, V&E attorneys and paraprofessionals spent time preparing for and attending a hearing with respect to

⁴ See Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Equity Security Holders Effective as of April 8, 2023 [Docket No. 934].

the *Motion of the Debtors for Order Extending Exclusive Periods Pursuant to Section 1121(D) of the Bankruptcy Code* [Docket No. 773] (the “**Exclusivity Extension Motion**”) on May 22, 2023, and a status conference with respect to the *Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors* [Docket No. 974] (the “**Plan**”) and corresponding *Disclosure Statement for Joint Chapter 11 Plan of Reorganization* [Docket No. 975] (the “**Disclosure Statement**”) on June 29, 2023.

E. Other Pleadings / Motions – Submatter 6.

Total Fees: \$50,953.00

Total Hours: 40.7

27. This Submatter includes time spent by V&E attorneys and paraprofessionals reviewing, analyzing, and/or commenting on certain relevant motions, pleadings, objections, responses, and/or replies filed in the Chapter 11 Cases, including, among others, the Debtors’ Exclusivity Extension Motion, amendments to the *Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims With Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay and (IV) Granting Related Relief* [Docket No. 608], and certain settlements with the Debtors’ key stakeholders.

F. Meetings and Communications with Equity Committee – Submatter 7.

Total Fees: \$412,522.00

Total Hours: 315.7

28. This Submatter includes time spent by V&E attorneys and paraprofessionals preparing for and attending conference calls and individual meetings with the Equity Committee members, including related communications and correspondence, regarding, among other things, the Equity Committee’s statutory duties, background and material issues regarding the Chapter 11 Cases and related strategy, and confidentiality of certain information. Specifically, V&E attorneys

spent considerable time drafting and finalizing the Equity Committee's Bylaws and preparing materials to guide discussions among the Equity Committee and its advisors regarding legal and financial matters, the Debtors' business plan, the Plan, related strategy and analysis, and other important information necessary for the Equity Committee to carry out its statutory duties.

G. Meetings and Communications with Stakeholders – Submatter 8.

Total Fees: \$100,420.00

Total Hours: 76.3

29. This Submatter includes time spent by V&E attorneys and paraprofessionals preparing for and attending conference calls and meetings with the Debtors' advisors and other stakeholders. Specifically, V&E and FTI attended weekly status calls with the Debtors' advisors regarding progress in the Chapter 11 Cases and the Debtors' liquidity. V&E assisted the Equity Committee with analysis and diligence regarding the Debtors' business plan (including related amendments) and facilitated discussions with the Debtors' management team related to the same. Additionally, V&E engaged with the Debtors' other stakeholders, including the Official Committee of Unsecured Creditors, among others, with respect to relevant background, diligence, and negotiations regarding the Chapter 11 Cases. This Submatter also includes time spent by V&E attorneys preparing outreach materials and related communications with certain of the Debtors' existing equity security holders (who are not members of the Equity Committee).

H. Plan Negotiations – Plan and Disclosure Statement – Submatter 11.

Total Fees: \$259,423.00

Total Hours: 172.8

30. This Submatter includes time spent by V&E attorneys and paraprofessionals related to the Plan and Disclosure Statement. Prior to filing the Plan and Disclosure Statement, V&E engaged in significant discussions with the Debtors' advisors regarding preliminary constructs for the Plan and analyzed potential strategies. Once filed, V&E spent considerable time analyzing the

transactions proposed under the Plan and engaged in discussions regarding potential issues with the Debtors' advisors.

I. Plan Negotiations – Research – Submatter 13.

Total Fees: \$438,213.50

Total Hours: 422.4

31. This Submatter includes time spent by V&E attorneys and paraprofessionals conducting extensive legal research, analysis, and strategy discussions regarding potential plan structures and alternatives, the treatment of existing equity security interests (including contingent and unvested interests) thereunder and various related issues, including potential claims and legal positions of the Debtors' other stakeholders. V&E also spent considerable time analyzing plan structures and legal issues that ultimately resulted in the proposed backstopped equity rights offering contemplated in the Debtors' *Amended Joint Chapter 11 Plan of Reorganization* [Docket No. 1115]. Additionally, V&E attorneys reviewed certain materials regarding potential plan issues and conducted research and drafted memorandum and other analyses with respect to the same.

J. Tax Issues – Submatter 14.

Total Fees: \$31,085.00

Total Hours: 17.3

32. This Submatter includes time spent by V&E attorneys and paraprofessionals analyzing and advising the Equity Committee on tax-related issues, including strategic considerations regarding the Debtors' existing capital structure, potential restructuring scenarios, and other tax related issues.

K. Valuation – Claims Administration and Objections – Submatter 16.

Total Fees: \$30,990.50

Total Hours: 18.8

33. This Submatter includes time spent by V&E attorneys and paraprofessionals

reviewing and analyzing the claim dispute between the Debtors and Celsius Mining, LLC, including related motions, pleadings, and objections.

L. Valuation – Experts – Submatter 18.

Total Fees: \$53,987.50

Total Hours: 30.9

34. This Submatter includes time spent by V&E attorneys and paraprofessionals related to expert witness considerations in connection with potential valuation matters that may arise during the Chapter 11 Cases.

M. Valuation – Reporting – Submatter 20.

Total Fees: \$13,041.50

Total Hours: 8.7

35. This Submatter includes time spent by V&E attorneys and paraprofessionals related to the review of the Debtors' debtor in possession financing budget and related variance reports.

N. Valuation – Research – Submatter 21.

Total Fees: \$55,591.50

Total Hours: 43.3

36. This Submatter includes time spent by V&E attorneys and paraprofessionals conducting research and related review and analysis of the Debtors' business plan and prior SEC filings.

O. Litigation – Submatter 22.

Total Fees: \$4,805.00

Total Hours: 4.9

37. This Submatter includes time spent by V&E attorneys and paraprofessionals reviewing and analyzing certain pending and potential litigation matters involving the Debtors or their estates. Specifically, during the Fee Period, V&E reviewed background materials related to, and monitored the status of, the securities class action pending in the United States District Court

for the Western District of Texas, Austin Division, styled as *Pang v. Levitt et al.*, Case No. 1:22-cv-01191.

**ACTUAL AND NECESSARY EXPENSES
INCURRED BY V&E DURING THE FEE PERIOD**

38. As set forth in **Exhibit G** and summarized in **Exhibit D**, V&E has incurred a total of \$20,842.06 expenses on behalf of the Equity Committee during the Fee Period. These charges are intended to reimburse V&E's direct operating costs, which are not incorporated into V&E's hourly billing rates. V&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit G** are charged for such services.

REASONABLE AND NECESSARY SERVICES PROVIDED BY V&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Equity Committee.

39. The foregoing professional services provided by V&E on behalf of the Equity Committee during the Fee Period were reasonable, necessary, and beneficial to the administration of the Chapter 11 Cases and related matters.

40. Many of the services performed by V&E attorneys were provided by V&E's Restructuring & Reorganization Group. V&E has a prominent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings of financially distressed companies. The attorneys at V&E have represented various key parties in many large complex chapter 11 cases in this district and others.

41. In addition, due to the facts and circumstances of the Chapter 11 Cases, attorneys from V&E's litigation, corporate, finance, tax, and executive compensation groups were involved with V&E's representation of the Equity Committee during the Fee Period. These practice groups also enjoy a national and international reputation for their expertise.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Equity Committee.

42. The circumstances of the Chapter 11 Cases required V&E attorneys and other employees to devote considerable time to perform services on behalf of the Equity Committee. The disbursements for such services are not included in V&E's overhead for the purpose of setting billing rates and V&E has made every effort to minimize its disbursements in these Chapter 11 Cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Equity Committee during the Fee Period.

43. Further, V&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, V&E may waive and/or discount certain fees and reduce its expenses as appropriate.

**V&E'S REQUESTED COMPENSATION
AND REIMBURSEMENT SHOULD BE ALLOWED**

44. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;

- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

45. V&E respectfully submits that the services for which it has been compensated and for which it seeks compensation in this Application were, at the time rendered, necessary for and beneficial to the Equity Committee, the Debtors' existing equity security holders, as well as all parties in interest. V&E further believes that it performed services for the Equity Committee within the scope of the mandate established by the Court in the OEC Appointment Order, and performed such services economically, effectively, and efficiently. Accordingly, V&E submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services.

46. During the course of the Fee Period, V&E's hourly billing rates for attorneys ranged from \$730.00 to \$1,920.00. The hourly rates and corresponding rate structure utilized by V&E in the Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by V&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. V&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and time pressures—all of which were present in the Fee Period.

47. Moreover, V&E's hourly rates are set at a level designed to compensate V&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

48. In sum, V&E respectfully submits that the professional services rendered and fees requested by V&E on behalf of the Equity Committee during the Fee Period were necessary, appropriate, and reasonable given the complexity of the Chapter 11 Cases, the time expended by V&E, the nature and extent of V&E's services provided (all of which were within the Court's mandate set forth in the OEC Appointment Order), the value of V&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, V&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

RESERVATION OF RIGHTS

49. It is possible that some professional time expended or expenses incurred by V&E during the Fee Period are not reflected in this Application. V&E reserves the right to include such amounts in future fee applications.

NOTICE

50. The Equity Committee will provide notice of this application to (a) the U.S. Trustee, (b) the Notice Parties (as defined in the Interim Compensation Order), and (c) those entities which have requested service in these cases pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

51. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, V&E respectfully requests that the Court enter an order, substantially in the form attached as **Exhibit H**: (a) awarding V&E interim compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$1,839,005.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$20,842.06; (b) authorizing and directing the Debtors to remit payment to V&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: September 20, 2023
Houston, Texas

Respectfully submitted,

/s/ David S. Meyer

VINSON & ELKINS LLP

David S. Meyer (admitted *pro hac vice*)
Lauren R. Kanzer (admitted *pro hac vice*)
1114 Avenue of the Americas
32nd Floor
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- and -

Paul E. Heath (Texas Bar No. 09355050)
Harry A. Perrin (Texas Bar No. 15796800)
Matthew J. Pyeatt (Texas Bar No. 24086609)
Kiran Vakamudi (Texas Bar No. 24106540)
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pheath@velaw.com; hperrin@velaw.com;
mpyeatt@velaw.com; kvakamudi@velaw.com

**COUNSEL FOR THE OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS**

CERTIFICATE OF SERVICE

I certify that, on September 20, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Paul E. Heath

One of Counsel

Exhibit A

Budget and Staffing Plan

CORE SCIENTIFIC, INC., ET AL.
VINSON & ELKINS LLP BUDGET AND STAFFING PLAN FOR FIRST FEE PERIOD

CODE	DESCRIPTION	ESTIMATED HOURS	ESTIMATED FEES
1	Case Administration - General	50	\$62,227
2	Case Administration - Non-Working Travel	10	\$12,445
3	Employment and Fee Applications - General	60	\$74,672
4	Employment and Fee Applications - Budgeting	5	\$6,223
5	Hearings	50	\$62,227
6	Other Pleadings / Motions	65	\$80,894
7	Meetings and Communications with Equity Committee	90	\$112,008
8	Meetings and Communications with Stakeholders	60	\$74,672
9	Plan Negotiations - Confirmation and Effective Date Matters	30	\$37,336
10	Plan Negotiations - Disbursement and Case Closing Activities	0	\$0.00
11	Plan Negotiations - Plan and Disclosure Statement	130	\$161,789
12	Plan Negotiations - Regulatory and Governmental Matters	10	\$12,445
13	Plan Negotiations - Research	80	\$99,562
14	Tax Issues	50	\$62,227
15	Valuation - Asset Appraisal & Dispositions	25	\$31,113
16	Valuation - Claims Administration and Objections	5	\$6,223
17	Valuation - Discovery	0	\$0.00
18	Valuation - Experts	50	\$62,227
19	Valuation - Financing	70	\$87,117
20	Valuation - Reporting	25	\$31,113
21	Valuation - Research	60	\$74,672
22	Litigation	40	\$49,781
TOTAL		965	\$1,200,971

STAFFING PLAN

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON MATTER DURING BUDGET PERIOD	AVERAGE HOURLY RATE
Partner	10	\$1,793.50
Counsel	1	\$1,425.00
Associate	7	\$1,064.29
Paralegal	1	\$420.00

Exhibit B**Voluntary Rate Disclosures**

- The blended hourly rate for all V&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters¹ during the 12-month period beginning on July 1, 2022 and ending on June 30, 2023 (the “*Comparable Period*”) was, in the aggregate, approximately \$825.00 per hour (the “*Non-Bankruptcy Blended Hourly Rate*”).²
- The blended hourly rate for all V&E timekeepers (including both professionals and paraprofessionals) who billed to this matter during the Fee Period was approximately \$1,037.92 per hour.³
- A detailed comparison of these rates is as follows:

Category of Timekeeper	Blended Hourly Rate for the Fee Period	Non-Bankruptcy Blended Hourly Rate⁴
	March 30, 2023 – June 30, 2023	July 1, 2022 – June 30, 2023
Partners	\$1,626.00	\$1,165.63
Counsel	\$1,425.00	\$940.38
Associates	\$856.86	\$685.57
Paralegals	\$354.18	\$200.92
Total	\$1,037.92	\$825.00

¹ It is the nature of V&E’s practice that certain non-bankruptcy engagements (the “*Non-Bankruptcy Matters*”) require the advice and counsel of professionals and paraprofessionals who work primarily within V&E’s Restructuring & Reorganization Group. Accordingly, Non-Bankruptcy Matters consist of matters for which V&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by V&E domestic timekeepers who work primarily within V&E’s Restructuring & Reorganization Group.

² V&E calculated the blended rate for Non-Bankruptcy Matters by dividing the total dollar amount billed by V&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the total number of hours billed by V&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ V&E calculated the blended rate for timekeepers who billed to this matter by dividing the total dollar amount billed by such timekeepers during the Fee Period by the total number of hours billed by such timekeepers during the Fee Period.

⁴ The differences between the blended hourly rates for the Fee Period and the Non-Bankruptcy Blended Hourly Rate for the Comparable Period may be attributed to (i) customary increases of V&E’s hourly rates in January 2023 to reflect economic and other conditions and (ii) the ratio of timekeepers with higher hourly rates involved in this matter during the Fee Period due to the level of expertise required in these Chapter 11 Cases.

Exhibit C**Summary of Total Fees Incurred and Hours Billed**

Name	Title or Position	Department, Group, or Section	Year of First Admission	Hours Billed in this Application	Rate	Total Compensation
D'Alessandro, David	Partner	ECB	1994	9.7	\$1,920.00	\$18,624.00
Heath, Paul	Partner	Restructuring & Reorganization	1987	153.6	\$1,810.00	\$278,016.00
Kanzer, Lauren	Partner	Restructuring & Reorganization	2014	129.7	\$1,590.00	\$206,223.00
Kelly, T.M.	Partner	M&A / Capital Markets	1981	12.3	\$1,920.00	\$23,616.00
Lee, James	Partner	Restructuring & Reorganization	1976	22.8	\$1,700.00	\$38,760.00
Longhofer, James	Partner	Finance	2011	24.5	\$1,425.00	\$34,912.50
Meyer, David	Partner	Restructuring & Reorganization	2008	111.9	\$1,810.00	\$202,539.00
Moran, Matthew	Partner	Complex Commercial Litigation	1997	57.5	\$1,810.00	\$104,075.00
Perrin, Harry	Partner	Restructuring & Reorganization	1980	1.1	\$1,810.00	\$1,991.00
Peck, David	Partner	Tax	1998	5	\$1,920.00	\$9,600.00
Salinas, Wendy	Partner	Tax	2001	7.7	\$1,920.00	\$14,784.00
Telle, Michael	Partner	M&A / Capital Markets	1994	16.6	\$1,865.00	\$30,959.00
Reichman, Jeremy	Counsel	Complex Commercial Litigation	2012	0.6	\$1,590.00	\$855.00
Jilovec, Joshua	Associate	Complex Commercial Litigation	2021	3.5	\$875.00	\$3,062.50
Kmak, Joseph	Associate	Finance	2021	21	\$875.00	\$18,375.00
Paiva, Zachary	Associate	Restructuring & Reorganization	2018	180.7	\$1,085.00	\$196,059.50
Pyeatt, Matthew	Associate	Restructuring & Reorganization	2014	42.9	\$1,220.00	\$52,338.00
Thomas, Alexandra	Associate	Restructuring & Reorganization	2022	206.7	\$730.00	\$150,891.00
Vakamudi, Kiran	Associate	Restructuring & Reorganization	2017	162.1	\$1,150.00	\$186,415.00
Zoglman, Sara	Associate	Restructuring & Reorganization	2020	267.2	\$945.00	\$252,504.00
Totals for Attorneys				1,437.1		\$1,824,599.50
Total Attorney Fees Requested						\$1,824,599.50
Attorney Average Hourly Rate						\$1,269.64

Paraprofessional	Title or Position	Department, Group, or Section	Year of First Admission	Hours Billed in this Application	Rate	Total Compensation
Neuman, Elizabeth	Paralegal	Restructuring & Reorganization		34.3	\$420.00	\$14,406.00
Totals for Paraprofessionals				34.3		\$14,406.00
Total Paraprofessional Fees Requested						\$14,406.00
Paraprofessional Average Hourly Rate						\$420.00

Exhibit D**Summary of Actual and Necessary Expenses**

Category	Amount
Miscellaneous	\$84.43
Travel	\$1,569.06
Business Meals	\$174.64
Computer Legal Research	\$17,119.18
Photocopy	\$853.20
Color Copies	\$958.75
Outside Professional Services	\$82.80
Grand Total	\$20,842.06

Exhibit E**Summary of Fees by Submatter**

Submatter Number	Project Category	Hours	Fees
1	Case Administration - General	142.4	\$167,484.50
2	Case Administration - Non-Working Travel	0	\$0.00
3	Employment and Fee Applications - General	115	\$143,708.50
4	Employment and Fee Applications - Budgeting	20.1	\$18,720.50
5	Hearings	42.1	\$58,059.50
6	Other Pleadings / Motions	40.7	\$50,953.00
7	Meetings and Communications with Equity Committee	315.7	\$412,522.00
8	Meetings and Communications with Stakeholders	76.3	\$100,420.00
9	Plan Negotiations - Confirmation and Effective Date Matters	0	\$0.00
10	Plan Negotiations - Disbursement and Case Closing Activities	0	\$0.00
11	Plan Negotiations - Plan and Disclosure Statement	172.8	\$259,423.00
12	Plan Negotiations - Regulatory and Governmental Matters	0	\$0.00
13	Plan Negotiations - Research	422.4	\$438,213.50
14	Tax Issues	17.3	\$31,085.00
15	Valuation - Asset Appraisal & Dispositions	0	\$0.00
16	Valuation - Claims Administration and Objections	18.8	\$30,990.50
17	Valuation - Discovery	0	\$0.00
18	Valuation - Experts	30.9	\$53,987.50
19	Valuation - Financing	0	\$0.00
20	Valuation - Reporting	8.7	\$13,041.50
21	Valuation - Research	43.3	\$55,591.50
22	Litigation	4.9	\$4,805.00
	Total	1,471.4	\$1,839,005.50

Exhibit F

Detailed Description of Services Provided

Vinson&Elkins

Invoice

June 8, 2023

Official Committee of Equity Security Ho
 Attn: The Members of the Official Committee of
 Equity Security Holders

Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through April 30, 2023:**Re: Case Administration- General**

Date	Initials	Description	Hours
04/01/23	DSME	Review case summary and key dates and deadlines (.7); review workstreams list (.3).	1.00
04/01/23	ZAPA	Review key dates and deadlines chart (.8); correspond with V&E team regarding same (.5).	1.30
04/01/23	AMTH	Correspond with V&E team regarding summary of upcoming dates and deadlines (.5); revise summary of upcoming dates and deadlines (2.8).	3.30
04/02/23	DSME	Review key dates and deadlines (.3); correspond with V&E team regarding next steps (.2).	0.50
04/02/23	AMTH	Correspond with V&E team regarding key dates and deadlines chart.	0.10
04/03/23	DSME	Review workstreams and attend to next steps.	0.80
04/03/23	EENE	Review files for select agreements per Lauren Kanzer (.1); further communicate with attorneys regarding court document filing details (1.5); correspond with Kiran Vakamudi regarding instructions to draft Pro Hac Vice Motions (.1); complete PHV Motion drafts and provide same to Kiran Vakamudi (.6); complete court filing of PHV Motions and Notice of Appearance (.5).	2.80
04/04/23	DSME	Review workstreams and attend to next steps (.7); correspond with V&E team regarding case status (.4); review materials in connection with same (.4).	1.50
04/04/23	EENE	Correspond with V&E team regarding docket monitoring and case calendaring instructions (.4); review Workplan for calendar details and complete calendaring (1.0).	1.40
04/04/23	ZAPA	Correspond with V&E team regarding works in progress.	0.50
04/04/23	AMTH	Correspond with V&E team regarding calendaring and docket reports (.4); attend meeting on works in progress with V&E team (.5).	0.90

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 200828, DALLAS, TX 75320-0828

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V&E Invoice

Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25723836
 Billing Attorney David S. Meyer

Re: Project E

04/04/23	SAZO	Conference with V&E team regarding status of workstreams and new research issues.	0.50
04/04/23	KIVA	Attend conference with V&E team regarding pending research and related workstreams.	0.50
04/05/23	JJL	Review draft workplan and checklist for Equity Committee.	0.20
04/05/23	EENE	Correspond with V&E team regarding additional working binder to be completed, communicate with copy services regarding instructions for same (.5); obtain updated docket report for attorneys and review report for calendar details (.1); obtain court document for and communicate with V&E team (.2); obtain and provide copies of orders granting PHV Motions to attorney group per (.2).	1.00
04/05/23	ZAPA	Review updated works in progress list.	0.20
04/06/23	PEH	Participate on call with V&E team regarding workstreams (.5); call with Lauren Kanzer regarding next steps (.2).	0.70
04/06/23	DSME	Attend portion of telephone conference with V&E team regarding works in progress.	0.40
04/06/23	LRKA	Prepare for and conference call with V&E team regarding works in progress (.6); conference with Paul Heath regarding next steps (.2); review key dates and deadlines chart (.2); correspond with V&E team regarding same (.2).	1.20
04/06/23	EENE	Obtain updated docket report and correspond with Kiran Vakamudi regarding calendaring.	0.10
04/06/23	ZAPA	Correspond with V&E team regarding crypto precedent cases (.3); telephone conference with V&E team regarding works in progress (.5); correspond with V&E team regarding same (.2).	1.00
04/06/23	AMTH	Review list of equity security holders.	0.20
04/06/23	SAZO	Telephone conference with V&E team regarding status updates and case matters.	0.50
04/06/23	KIVA	Review Core Scientific 8K/10K and related background documents (1.6); prepare for and attend conference with V&E team regarding works in progress (.7); revise works in progress list regarding same (.2).	2.50
04/07/23	LRKA	Correspond with V&E team regarding key dates and timekeeping sequences.	0.30

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Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

04/07/23	EENE	Obtain updated docket report, review report and court documents for calendar details, and correspond with Alexandra Thomas regarding calendaring (.2); complete calendaring (.3); correspond with V&E team regarding updated billing information (.1); correspond with Alexandra Thomas regarding case management project details, review precedent case for structure, and complete project (2.5); review calendar and court website for hearing information, and provide findings to David Meyer (.1).	3.20
04/07/23	AMTH	Update Key Dates & Deadlines chart (.6); coordinate material organization (.4).	1.00
04/08/23	PEH	Further review background materials (.8); correspond with FTI and V&E teams regarding scheduling (.1); participate in telephone conference with FTI regarding case status (.5).	1.40
04/08/23	KIVA	Attend telephone conference with V&E and FTI teams regarding matter status (.5); correspond with FTI team regarding background materials (.1).	0.60
04/09/23	ZAPA	Correspond with V&E team regarding case status.	0.40
04/10/23	DSME	Telephone conference with V&E team regarding works in progress.	0.50
04/10/23	EENE	Obtain updated docket report (.1); review files for and provide precedent stakeholder log to Alexandra Thomas (.2).	0.30
04/10/23	ZAPA	Review updates regarding case status (.4); review materials in connection with same (.4); correspond with V&E team regarding same (.4).	1.20
04/10/23	AMTH	Correspond with V&E team regarding working group list and other open items.	0.30
04/11/23	DSME	Analyze next steps and workstreams.	0.60
04/11/23	EENE	Obtain updated docket report, review report and court documents for calendar details, and complete calendaring (.3); obtain precedent court order for Sara Zoglman (.2).	0.50
04/11/23	ZAPA	Review updates regarding case status.	0.20
04/12/23	PEH	Confer with David Meyer regarding status and workstreams.	0.20
04/12/23	DSME	Analyze works in progress and next steps.	0.70

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Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

04/12/23	EENE	Obtain updated docket report, review report and court documents for calendar details, and complete calendaring (.2); correspond with Kiran Vakamudi regarding document management instructions and organize documents into files (.2).	0.40
04/13/23	PEH	Review updated workstreams list and participate in telephone conference with V&E team regarding same.	0.50
04/13/23	DSME	Conference with V&E team regarding workstreams (.5); analyze workstreams (.3).	0.80
04/13/23	LRKA	Attend telephone conference with V&E team regarding works in progress.	0.50
04/13/23	EENE	Obtain updated docket report, review report and court documents for calendar details, and complete calendaring.	0.30
04/13/23	ZAPA	Prepare for and attend telephone conference with V&E team regarding works in progress (.6); review diligence list and correspondence regarding same (.5).	1.10
04/13/23	AMTH	Attend telephone conference with V&E team regarding works in progress.	0.50
04/13/23	SAZO	Prepare for and attend telephone conference with V&E team regarding works in progress.	0.50
04/13/23	KIVA	Attend telephone conference with V&E team regarding works in progress (.5); review and revise works in progress list (.4).	0.90
04/14/23	EENE	Obtain updated docket report for attorneys, review report and court documents for calendar details, and complete calendaring (.7); obtain court document for and communicate with V&E team for calendar clarification (.2); review court website for judge's current hybrid hearing attendance policy and communicate with case manager to confirm same (.1).	1.00
04/14/23	ZAPA	Correspond with V&E team regarding works in progress.	0.40
04/17/23	DSME	Correspond with V&E team regarding next steps (.4); review workstreams and diligence lists (.3); correspond with V&E team regarding same (.3).	1.00
04/17/23	EENE	Obtain updated docket report for attorneys, review report and court documents for calendar details, and complete calendaring (.3); review court website and communicate with court clerk to confirm current hearing attendance options for attorneys for calendar purposes (.2).	0.50

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Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

04/18/23	PEH	Telephone conference with WFG team regarding case status (.3); confer with David Meyer regarding status and workstreams (.1); review notes and outline of additional workstreams (.3); confer with Kiran Vakamudi regarding additional workstreams (.1); correspond with V&E team regarding workstreams, confidentiality issues and member call (.3).	1.10
04/18/23	DSME	Telephone conference with Paul Heath regarding case status (.1); telephone conference with Willkie regarding same (.3); review works in progress (.4).	0.80
04/18/23	EENE	Obtain updated docket report for attorneys.	0.10
04/19/23	DSME	Correspond with V&E team regarding workstreams and next steps.	0.70
04/19/23	EENE	Obtain updated docket report for attorneys.	0.10
04/19/23	ZAPA	Correspond with V&E team regarding works in progress.	0.40
04/20/23	PEH	Review revised workstream list (.1); attend telephone conference with V&E team regarding same (.5).	0.60
04/20/23	DSME	Attend telephone conference with V&E team regarding works in progress.	0.50
04/20/23	LRKA	Attend telephone conference with V&E team regarding works in progress.	0.50
04/20/23	EENE	Obtain updated docket report for attorneys, review report and court documents for calendar details, and complete calendaring (.2); provide digital copy of background documents to James Longhofer (.1); obtain precedent court hearing transcript for Alexandra Thomas (.2).	0.50
04/20/23	AMTH	Attend telephone conference with V&E team regarding works in progress.	0.50
04/20/23	SAZO	Prepare for and attend telephone conference with V&E team regarding works in progress.	0.60
04/20/23	KIVA	Review and revise works in progress list (.4); attend telephone conference with V&E team regarding same (.5).	0.90
04/21/23	DSME	Attend to works in progress (.3); correspond with Paul Heath and Kiran Vakamudi regarding same (.2); correspond with V&E team regarding same (.4); review update and attend to next steps (.3).	1.20

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

04/21/23	EENE	Obtain updated docket report (.1); correspond with Alexandra Thomas regarding document organization (.2); perform same (1.7).	2.00
04/21/23	KIVA	Correspond with FTI team regarding data room access (.2); review materials regarding same (.3).	0.50
04/22/23	SAZO	Correspond with Kiran Vakamudi regarding workstream status.	0.10
04/23/23	EENE	Communicate further with Alexandra Thomas regarding data room and document organization project.	2.00
04/23/23	AMTH	Correspond with Liz Neuman regarding data room file organization.	0.30
04/24/23	EENE	Obtain updated docket report for attorneys (.1); communicate with Alexandra Thomas regarding document management project status and continue project (1.9).	2.00
04/25/23	EENE	Obtain updated docket report for attorneys, review report and court documents for calendar details, and complete calendaring (.2); complete data room document management project, and communicate with Alexandra Thomas regarding status and folder details (1.).	1.20
04/25/23	ZAPA	Correspond with V&E team regarding works in progress.	0.30
04/25/23	AMTH	Correspond with Liz Neuman regarding the transfer of files from the data room to the V&E system.	0.30
04/26/23	EENE	Obtain updated docket report for attorneys (.1); review and organize document into files per Kiran Vakamudi (.1).	0.20
04/27/23	TMK	Review background information.	0.50
04/27/23	EENE	Obtain updated docket report for attorneys (.1); communicate with attorney and IT specialist regarding attorney to be added to case listserv, and confirm completion (.2). obtain precedent case court hearing transcript for Alexandra Thomas (.2).	0.50
04/27/23	ZAPA	Correspond with V&E team regarding works in progress.	0.80
04/28/23	PEH	Review updated workstream and outline additions (.1); participate in V&E team workstream call (.5).	0.60
04/28/23	JJL	Participate in conference call with V&E team regarding status of pending tasks.	0.50

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

04/28/23	DSME	Telephone conference with V&E and team regarding works in progress.	0.50
04/28/23	LRKA	Prepare for and conference call with V&E team regarding work in process.	0.60
04/28/23	EENE	Obtain updated docket report for attorneys (.1); communicate with Alexandra Thomas regarding filing plans for Retention Applications for V&E and FTI Consulting, review filing method, and complete court filings (1.0); communicate with Alexandra Thomas and Kiran Vakamudi regarding V&E Retention Application detail and filing method for corrected V&E Retention Application, and complete court filing of corrected Application (1.0); obtain file-stamped copies of V&E and FTI Consulting Retention Applications for Alexandra Thomas and Kiran Vakamudi (.1); obtain additional precedent case court hearing transcript from court docket for Alexandra Thomas (.2).	2.40
04/28/23	ZAPA	Prepare for and telephone conference with V&E team regarding works in progress.	0.60
04/28/23	AMTH	Attend telephone conference with V&E team regarding works in progress.	0.50
04/28/23	SAZO	Prepare for and attend conference with V&E team regarding works in progress and case updates.	0.60
04/28/23	KIVA	Review and revise V&E workplan (.3); attend conference with V&E team regarding same (.6); confer with Alexandra Thomas regarding same (.2).	1.10

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V&E Invoice

Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25723836
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	5.10	1810.00	9,231.00
LRKA	Lauren R. Kanzer	3.10	1590.00	4,929.00
TMK	T. M. Kelly	0.50	1920.00	960.00
JJL	James J. Lee	0.70	1700.00	1,190.00
DSME	David S. Meyer	11.50	1810.00	20,815.00
EENE	Elizabeth E. Neuman	22.50	420.00	9,450.00
ZAPA	Zachary A. Paiva	8.40	1085.00	9,114.00
AMTH	Alexandra M. Thomas	7.90	730.00	5,767.00
KIVA	Kiran Vakamudi	7.00	1150.00	8,050.00
SAZO	Sara Zoglman	2.80	945.00	2,646.00
Total		69.50		72,152.00

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Client/Matter Number OFF300 58000
 Invoice Number 25723836
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through April 30, 2023:**Re: Employment and Fee Apps- General**

Date	Initials	Description	Hours
04/01/23	PEH	Review FA pitch materials received from one firm (.4); correspond with V&E team regarding FA retention issues/timing (.2).	0.60
04/01/23	ZAPA	Correspond with V&E team regarding conflicts reports (.3); review reports in connection with same (2.2).	2.50
04/01/23	AMTH	Review conflicts check results and create summary of same (3.2); correspond with V&E team regarding same (.3).	3.50
04/02/23	TMK	Review financial advisor qualifications (.3); correspond with V&E team regarding same (.2).	0.50
04/02/23	PEH	Correspond with potential FA candidate on scheduling (.1); correspond with V&E team regarding FA retention issues and timing (.2).	0.30
04/02/23	DSME	Review and revise V&E engagement letter (.5); correspond with V&E team regarding FA retention matters (.2).	0.70
04/02/23	ZAPA	Correspond with V&E team regarding conflicts reports (.2); review comments to V&E engagement letter (.3); correspond with V&E team regarding same (.1); review FA statement of qualifications (.6).	1.20
04/02/23	AMTH	Review further conflicts check reports (.7); correspond with V&E team regarding same (.2).	0.90
04/03/23	PEH	Participate in conference calls with two FA candidate firms (1.7); targeted telephone calls and correspondence with FA candidate firms (.4); correspond with V&E team regarding FA issues (.3); review proposed FA pitch deck (.3).	2.70
04/03/23	JJL	Participate in screening call with prospective financial advisor to Equity Committee.	1.00
04/03/23	LRKA	Attend conference call with potential FA regarding equity committee pitch (1.0); conference call with additional potential FA regarding equity committee pitch (.7); conference call with V&E team regarding potential FA matters (.3).	2.00
04/04/23	PEH	Telephone conferences and correspondence with V&E team and potential FA advisors regarding committee presentation.	1.40

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Re: Project E

04/04/23	LRKA	Correspond with V&E team and potential FAs regarding committee presentations.	0.50
04/04/23	KIVA	Correspond with prospective financial advisors regarding matter status.	0.20
04/05/23	PEH	Conference calls and correspondence with potential financial advisors and committee members (2.0); conference calls and correspondence with V&E team regarding same (.8); review potential FA pitch books (.6).	3.40
04/05/23	JJL	Review presentations and analysis prepared by prospective financial advisors.	0.60
04/05/23	DSME	Attend financial advisor interviews (2.0); follow-up calls and related analysis (.2).	2.20
04/05/23	ZAPA	Correspond and confer with V&E team regarding timekeeping sequences and conflicts (.5); correspond with V&E team regarding conflicts (.2); review and revise overview in connection with same (.9).	1.60
04/05/23	KIVA	Attend conferences with Equity Committee members and financial advisor candidates (2.0); review materials regarding same (.4); correspond with candidates and members regarding same (.2); conduct research regarding issues with potential FA candidate (.7); correspond with V&E team regarding same (.2).	3.50
04/06/23	PEH	Call with prospective financial advisor representative (.4); attend conference calls and correspondence with V&E team regarding issues relating to financial advisor selection (.9).	1.30
04/06/23	HAP	Confer with V&E team regarding FA interview process.	0.60
04/06/23	LRKA	Conference with Ramey Layne regarding conflicts matters (.2); correspond with V&E team regarding same (.1); correspond and conference with representative of potential FA (.3).	0.60
04/06/23	ZAPA	Correspond with V&E team regarding conflicts check and timekeeper matter codes (.4); review and revise same (.8).	1.20
04/06/23	AMTH	Correspond with Milam Newby regarding potential conflict.	0.10
04/07/23	PEH	Correspond and confer with FTI, V&E, and client teams regarding client's potential retention of FA (.8); participate in FA interview telephone conference with client team (1.5).	2.30

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Re: Project E

04/07/23	LRKA	Attend portion of telephone conference call with FA candidate, V&E team, and equity committee.	1.00
04/07/23	ZAPA	Correspond with V&E team regarding timekeeping sequences (.3); correspond with V&E team regarding V&E retention application (.3).	0.60
04/07/23	AMTH	Draft V&E Retention Application.	1.60
04/08/23	ZAPA	Correspond with V&E team regarding V&E retention application.	0.30
04/08/23	AMTH	Draft V&E Retention Application.	2.80
04/10/23	ZAPA	Review and revise draft V&E retention application (2.3); research and review materials in connection with same (.6).	2.90
04/11/23	ZAPA	Review and revise V&E retention application (.6); correspond with V&E team regarding same (.3).	0.90
04/12/23	AMTH	Review and revise V&E retention application (1.1); correspond with Zack Paiva regarding same (.1).	1.20
04/13/23	AMTH	Review and revise retention application (1.4); correspond with V&E team regarding same (.6).	2.00
04/14/23	PEH	Review and revise draft V&E retention application (1.1); attend telephone conference with V&E team regarding same (.4).	1.50
04/14/23	ZAPA	Review comments to V&E retention application (.6); prepare for and attend telephone conference with V&E team regarding same (.6); research regarding same (.7); review and revise same (.7); correspond with V&E team regarding billing matters (.2).	2.80
04/14/23	AMTH	Review and revise V&E retention application (.7); telephone conference with V&E team regarding same (.5); correspond with Zack Paiva regarding same (.5).	1.70
04/15/23	DSME	Correspond with V&E team regarding retention application.	0.30
04/15/23	ZAPA	Correspond with V&E team regarding V&E and FTI employment applications.	0.30
04/17/23	ZAPA	Correspond with V&E team regarding V&E and FTI retention applications.	0.40
04/18/23	PEH	Review retention application comments.	0.20

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Re: Project E

04/18/23	DSME	Review V&E retention application (.6); correspond with V&E team regarding retention issues (.3).	0.90
04/18/23	LRKA	Review correspondence regarding retention application (.2); correspond with V&E team regarding same (.4); correspond with V&E team regarding same (.2).	0.80
04/18/23	ZAPA	Review comments to V&E retention application (.4); correspond with V&E team regarding same (.6); review precedent and other materials in connection with same (.6).	1.60
04/18/23	AMTH	Review and revise V&E retention application and incorporate comments to same (.7); correspond with V&E team regarding same (.3).	1.00
04/19/23	PEH	Review and revise revised V&E retention application.	1.00
04/19/23	ZAPA	Review and revise V&E retention application (1.4); correspond with V&E team regarding same (.4).	1.80
04/19/23	AMTH	Research precedent retention applications and fee applications and summarize findings for V&E team.	1.50
04/19/23	KIVA	Review and revise FTI retention application and related materials (.7); correspond with V&E team regarding same (.2).	0.90
04/20/23	PEH	Correspond with V&E team regarding retention applications.	0.20
04/20/23	ZAPA	Review further revised draft V&E retention application (.7); review comments to FTI retention application (.4); correspond with V&E team regarding same (.2).	1.30
04/20/23	AMTH	Review and revise V&E retention application.	0.90
04/20/23	SAZO	Review and revise FTI application and declaration (.6); follow-up research regarding same (.9); correspond with V&E team regarding same (.1).	1.60
04/20/23	KIVA	Review and revise FTI retention application (.8); review materials regarding same (.4); correspond with V&E team regarding same (.3).	1.50
04/21/23	PEH	Review final draft of V&E retention application (.2); review and comment on draft FTI retention application (.8).	1.00
04/21/23	SAZO	Review and revise FTI retention application and declaration.	0.50

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Re: Project E

04/22/23	PEH	Correspond with V&E team regarding retention application issues.	0.30
04/22/23	DSME	Review and revise V&E retention application (.6); correspond with V&E team regarding same (.2).	0.80
04/23/23	ZAPA	Correspond with V&E team regarding FTI retention application.	0.30
04/23/23	AMTH	Review and revise retention application to incorporate comments.	0.80
04/23/23	SAZO	Circulate FTI retention application and declaration to FTI team.	0.20
04/24/23	PEH	Correspond with V&E team regarding retention application status and open issues.	0.20
04/24/23	DSME	Review retention applications and next steps.	0.10
04/24/23	ZAPA	Review revised V&E and FTI retention applications (.4); correspond with V&E team regarding same (.4).	0.80
04/24/23	SAZO	Conference with Kiran Vakamudi regarding FTI retention application.	0.20
04/25/23	PEH	Correspond with V&E team regarding professional team retention issues.	0.40
04/25/23	DSME	Review V&E retention application (.4); correspond with V&E team (.3); telephone conference with Michael Holmes (.1).	0.80
04/25/23	ZAPA	Review revised draft V&E and FTI retention application (.6); correspond with V&E team regarding same (.5).	1.10
04/25/23	KIVA	Draft correspondence to equity committee regarding V&E retention application (.2); confer with V&E team regarding same (.1).	0.30
04/26/23	ZAPA	Review revised draft FTI retention application (.3); correspond with V&E team regarding V&E retention application (.4).	0.70
04/26/23	SAZO	Correspond with V&E team and Committee members regarding FTI retention application.	0.10
04/27/23	DSME	Review V&E retention application (.4); correspond with V&E team regarding same (.2).	0.60
04/28/23	ZAPA	Correspond with V&E team regarding V&E retention application.	0.40

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Re: Project E

04/28/23	AMTH	Prepare filing versions of V&E and FTI retention applications (.6); correspond with Kiran Vakamudi regarding same (.2); incorporate comments from Kiran Vakamudi to same (.4); coordinate filing of same (.6).	1.80
04/28/23	KIVA	Review and revise V&E retention application (.3); review and revise FTI retention application (.2); correspond with Alexandra Thomas regarding same (.1).	0.60
04/29/23	ZAPA	Review FTI retention application.	0.30

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 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	16.80	1810.00	30,408.00
LRKA	Lauren R. Kanzer	4.90	1590.00	7,791.00
TMK	T. M. Kelly	0.50	1920.00	960.00
JJL	James J. Lee	1.60	1700.00	2,720.00
DSME	David S. Meyer	6.40	1810.00	11,584.00
ZAPA	Zachary A. Paiva	23.00	1085.00	24,955.00
HAP	Harry A. Perrin	0.60	1810.00	1,086.00
AMTH	Alexandra M. Thomas	19.80	730.00	14,454.00
KIVA	Kiran Vakamudi	7.00	1150.00	8,050.00
SAZO	Sara Zoglman	2.60	945.00	2,457.00
Total		83.20		104,465.00

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through April 30, 2023:**Re: Employment and Fee Apps- Budgeting**

Date	Initials	Description	Hours
04/04/23	EENE	Correspond with V&E team and staff regarding case billing details.	0.10
04/04/23	ZAPA	Review and revise proposed timekeeper sequences (1.2); review further comments to same (.4); review UST guidelines in connection with same (1.2); correspond with V&E team regarding same (.5).	3.30
04/04/23	AMTH	Create proposed timekeeping sequences to align with U.S. Trustee fee guidelines (2.6); incorporate comments to same (1.4); correspond with V&E team regarding same (.5).	4.50
04/04/23	KIVA	Confer with V&E team regarding budget and staffing plan and related issues.	0.40
04/05/23	LRKA	Conference and correspond with V&E team regarding billing matters and staffing plan.	0.50
04/05/23	ZAPA	Correspond with V&E team regarding budget and staffing plan (.4); review precedent in connection with same (.7).	1.10
04/05/23	AMTH	Create budget and staffing plan (4.0); correspond with Zack Paiva regarding same (.4).	4.40
04/05/23	KIVA	Confer with V&E team regarding billing categories, budget, and administrative issues (.5); review materials regarding same (.1).	0.60
04/06/23	ZAPA	Review and revise budget and staffing plan (.7); correspond with V&E team regarding same (.3).	1.00
04/06/23	AMTH	Revise budget and staffing plan.	0.90
04/18/23	DSME	Review budget/staffing plan.	0.10
04/18/23	LRKA	Review revised budget and staffing plan.	0.60
04/18/23	ZAPA	Review comments to budget and staffing plan (.3); correspond with V&E team regarding same (.6); review further revised draft of same (.2); research precedent regarding same (.6).	1.70
04/18/23	AMTH	Revise budget and staffing plan (.5); correspond with V&E team regarding same (.2).	0.70

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Re: Project E

04/24/23	KIVA	Correspond with V&E team regarding fee estimates and billing matters (.1); correspond with FTI team regarding same (.1).	0.20
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Client/Matter Number OFF300 58000
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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
LRKA	Lauren R. Kanzer	1.10	1590.00	1,749.00
DSME	David S. Meyer	0.10	1810.00	181.00
EENE	Elizabeth E. Neuman	0.10	420.00	42.00
ZAPA	Zachary A. Paiva	7.10	1085.00	7,703.50
AMTH	Alexandra M. Thomas	10.50	730.00	7,665.00
KIVA	Kiran Vakamudi	1.20	1150.00	1,380.00
Total		20.10		18,720.50

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Re: Project E

Fees for services posted through April 30, 2023:**Re: Hearing**

Date	Initials	Description	Hours
04/03/23	ZAPA	Review draft notice of appearance.	0.10
04/03/23	SAZO	Prepare draft notice of appearance (1.0); revise same (.1); prepare NOA for filing and correspond with V&E team regarding same (.1).	1.20
04/03/23	KIVA	Review and revise notice of appearance and related pleadings (.4); correspond with V&E team regarding same (.1).	0.50
04/04/23	SAZO	Correspond with V&E team regarding status of filed NOAs.	0.10

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
ZAPA	Zachary A. Paiva	0.10	1085.00	108.50
KIVA	Kiran Vakamudi	0.50	1150.00	575.00
SAZO	Sara Zogelman	1.30	945.00	1,228.50
Total		1.90		1,912.00

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 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through April 30, 2023:**Re: Other Pleadings/Motions**

Date	Initials	Description	Hours
04/03/23	PEH	Review DIP order and analyze potential challenge issues (1.4); confer with V&E team regarding DIP order and potential challenge issues and related motion (1.8); attend conference call with WGM regarding same (.2).	3.40
04/03/23	DSME	Confer with Paul Heath regarding challenge period and DIP order (.4); telephone conference with V&E team regarding challenge period (.7); telephone conference with Weil regarding challenge period (.2); follow-up correspondence regarding same (.4).	1.70
04/03/23	LRKA	Review DIP order and challenge deadline (.9); conference and correspond with V&E team regarding same and motion to extend challenge deadline (1.8); conference call with Weil and V&E team regarding same (.2).	2.90
04/03/23	ZAPA	Review DIP order (.8); correspond and telephone conferences with V&E team regarding same (1.1); draft motion to extend challenge period (1.9); research regarding same (1.4); review precedent in connection with same (.4).	5.60
04/03/23	KIVA	Review DIP order (.4); attend conferences with V&E team regarding DIP financing deadlines (1.1); confer with Weil team regarding same (.2).	1.70
04/04/23	ZAPA	Telephone conference with Jonathan Goltser regarding DIP reporting (.4); review DIP order in connection with same (.3); correspond with V&E team regarding same (.1).	0.80
04/06/23	PEH	Review draft pleadings received from WGM.	0.50
04/06/23	ZAPA	Review stipulation regarding Barings proof of claim (.4); review exclusivity extension, motion to extend lease rejection, and CEO employment motion (.9); review and revise summaries of same (.9); correspond with V&E team regarding same (.2).	2.40
04/06/23	SAZO	Review and summarize debtors' exclusivity motion and motion to extend time to assume or reject unexpired leases (1.5); correspond with Kiran Vakamudi and Zack Paiva regarding same (.2).	1.70

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 Billing Attorney David S. Meyer

Re: Project E

04/07/23	KIVA	Review and revise motion to extend exclusivity (.3); draft summary regarding same (.3); review employment agreement motion (.4); correspond with V&E team regarding same (.2).	1.20
04/10/23	PEH	Review draft pleadings (.8); correspond with V&E team regarding pleadings issues (.8).	1.60
04/10/23	JJL	Review drafts of various motions to be filed by Debtors and correspondence related to same.	0.40
04/10/23	LRKA	Review employment agreement motion (.3); correspond with V&E team regarding same (.3); review motion to extend exclusivity (.2); correspond with V&E team regarding same (.2).	1.00
04/10/23	AMTH	Review and summarize Debtors' motion to use insurance proceeds to advance defense expenses.	0.60
04/10/23	KIVA	Review employment agreement motion (.2); correspond and confer with V&E team regarding same (.1); correspond with Weil team regarding same (.1); review related correspondence (.2).	0.60
04/11/23	PEH	Review draft motions received from Debtors.	0.40
04/11/23	JJL	Review draft motions to be filed by Debtors.	0.40
04/11/23	ZAPA	Review draft motions received from Debtors (.6); correspond with V&E team regarding same (.4).	1.00
04/11/23	KIVA	Review settlement and claim objection procedure motions (.3); correspond with V&E team regarding same (.1).	0.40
04/20/23	PEH	Review pleading and stipulation.	0.20
04/20/23	ZAPA	Review challenge stipulation and DIP order (.5); review and revise overview in connection with same (.2); correspond with V&E team regarding same (.2).	0.90
04/20/23	AMTH	Summarize Debtors stipulation.	0.30
04/25/23	ZAPA	Review objection to Celsius proofs of claim (.8); review summary in connection with same (.2); correspond with V&E team regarding same (.1).	1.10
04/25/23	AMTH	Review and summarize Celsius proofs of claim and administrative expense motion and Debtors' response to same, and summarize same.	0.90
04/28/23	KIVA	Confer with Zack Paiva regarding opening statement and statement in support of mediation.	0.20

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Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25723836
Billing Attorney David S. Meyer

Re: Project E

04/29/23	AMTH	Conduct research regarding Committee statement.	0.30
04/30/23	AMTH	Draft statement in support of Debtors' mediation of Celsius disputes.	1.60

I.R.S. NO. 74-1183015

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Client/Matter Number OFF300 58000
 Invoice Number 25723836
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	6.10	1810.00	11,041.00
LRKA	Lauren R. Kanzer	3.90	1590.00	6,201.00
JJL	James J. Lee	0.80	1700.00	1,360.00
DSME	David S. Meyer	1.70	1810.00	3,077.00
ZAPA	Zachary A. Paiva	11.80	1085.00	12,803.00
AMTH	Alexandra M. Thomas	3.70	730.00	2,701.00
KIVA	Kiran Vakamudi	4.10	1150.00	4,715.00
SAZO	Sara Zoglman	1.70	945.00	1,606.50
Total		33.80		43,504.50

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Client/Matter Number OFF300 58000
 Invoice Number 25723836
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through April 30, 2023:**Re: Meetings and Communications with Equity Committee**

Date	Initials	Description	Hours
04/01/23	SAZO	Review precedent bylaws (.8); prepare outline of bylaws (1.5); correspond with V&E team regarding bylaws (.5); prepare draft bylaws (4.0); review and revise same (1.1).	7.90
04/02/23	DSME	Correspond with committee members regarding bylaws.	0.30
04/02/23	ZAPA	Review correspondence regarding equity committee meeting and workstreams.	0.60
04/02/23	SAZO	Continue to draft bylaws (1.0); review and revise same (2.0); correspond with V&E team regarding same (.2); review comments to bylaws and begin incorporating same (.9).	4.10
04/02/23	KIVA	Review and revise bylaws (2.7); correspond with Sara Zoglman regarding same (.2); review precedent and materials regarding same (.9).	3.80
04/03/23	TMK	Review committee bylaws (.9); follow-ups with V&E team regarding same (.5).	1.40
04/03/23	PEH	Review and revise drafts of committee bylaws (1.4); confer on same with Sara Zoglman (.2); review and revise update correspondence to committee members (.2).	1.80
04/03/23	DSME	Prepare for financial advisors interviews (1.8); review committee update and workstreams (.6); telephone conference with committee members regarding same (.4).	2.80
04/03/23	LRKA	Draft correspondence to equity committee regarding matter updates and next steps (.6); correspond with V&E team regarding same (.3).	0.90
04/03/23	ZAPA	Review draft equity committee bylaws (.8); review comments to same (.3); correspond with V&E team regarding same (.2); review correspondence with equity committee (.4); review materials in connection with same (.2).	1.90
04/03/23	SAZO	Revise bylaws with comments received and conduct related research (3.0); correspond with V&E team regarding same (.2); conference with Paul Heath regarding same (.2); revise bylaws based on comments and discussions (.6).	4.00

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Re: Project E

04/03/23	KIVA	Review and revise bylaws (2.6); review materials regarding same (.9); correspond with V&E team regarding same (.2); correspond with committee members regarding matter status (.2).	3.90
04/04/23	PEH	Correspond with V&E team regarding scheduling FA interviews with committee members.	0.30
04/04/23	JJL	Review series of email correspondences with Committee members and advisors regarding same.	0.20
04/04/23	ZAPA	Review correspondence with equity committee (.6); review materials in connection with same (1.0).	1.60
04/05/23	JJL	Review draft bylaws.	0.30
04/05/23	ZAPA	Review equity committee correspondence.	0.50
04/05/23	SAZO	Conduct research regarding equity committee duties analysis in preparation for committee presentation.	1.80
04/06/23	ZAPA	Review equity committee correspondence.	0.30
04/06/23	SAZO	Continue research regarding equity committee duties (1.5); outline summary analysis of same (1.0); prepare draft presentation of same (3.7); review and revise same (.9).	7.10
04/06/23	KIVA	Review materials from FA candidates regarding potential Committee engagement (.6); correspond with Committee regarding scheduling of meeting (.1).	0.70
04/07/23	ZAPA	Review and revise equity committee duties analysis in preparation for committee presentation (1.2); research same (1.6); correspond with V&E team regarding same (.2).	3.00
04/07/23	KIVA	Attend telephone conference with Committee and FTI teams (1.5); draft correspondence to members regarding same (.2); correspond with V&E team regarding same (.1).	1.80
04/08/23	SAZO	Research equity committee duties (2.1); revise equity committee duties analysis based on same (.8).	2.90
04/10/23	PEH	Review and revise draft equity committee duties presentation (.5); correspond with V&E team regarding equity holder communications (.2).	0.70
04/10/23	JJL	Review correspondence with Equity Committee members.	0.20

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Re: Project E

04/10/23	DSME	Correspond with committee members regarding case status (.2); review and revise committee bylaws (.4).	0.60
04/10/23	LRKA	Review and revise committee meeting presentation (.8); correspond with Sara Zoglman regarding same (.1); correspond with V&E team regarding bylaws (.2).	1.10
04/10/23	ZAPA	Correspond with V&E and FTI teams regarding bylaws, equity committee governance, upcoming meeting, and related matters (1.2); review materials and revised bylaws in connection with same (.6); review and revise equity committee duties research analysis in preparation for committee presentation (.7); correspond with V&E team regarding same (.5).	3.00
04/10/23	AMTH	Correspond with advisor teams for weekly calls with the Committee and advisors.	0.30
04/10/23	SAZO	Conference with Kiran Vakamudi regarding bylaws and confidentiality matters (.1); revise bylaws based on same and correspond with V&E team regarding same (1.4); correspond with V&E team regarding equity committee duties analysis and revise same (.7).	2.20
04/10/23	KIVA	Draft correspondence to committee members regarding matter status (.2); correspond with V&E and FTI teams regarding bylaws (.2); correspond with V&E team regarding same (.2); review and revise same (.1).	0.70
04/11/23	PEH	Telephone conference with Lauren Kanzer regarding committee duties analysis (.3); review and revise same (.8); telephone conference with David Rush regarding status and workstreams (.5); telephone conference with committee members regarding status and next steps (.5).	2.10
04/11/23	DSME	Telephone conference with committee member regarding matter status (.5); telephone conference with Ronit Berkovich regarding open issues (.2); follow-ups regarding same (.3).	1.00
04/11/23	LRKA	Review draft committee correspondence (.1); correspond with Alexandra Thomas regarding same (.1); confer with V&E team regarding committee duties research (.7); review same (.3).	1.20
04/11/23	ZAPA	Review comments to equity committee duties research analysis (.7); correspond with V&E team regarding same (.6); confer with V&E team regarding same (.7); review and revise same (1.4); research regarding same (.7).	4.10
04/11/23	AMTH	Correspond with FTI and Committee regarding weekly meetings (.5); draft presentation for Equity Committee (.9).	1.40

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Re: Project E

04/11/23	SAZO	Review Lauren Kanzer's comments to equity committee duties analysis and conduct follow-up research to address same (1.0); correspond with same regarding same (.3); review Paul Heath's comments to equity committee duties analysis and conduct follow-up research to address same (1.0); revise analysis based on comments received (1.2); confer with V&E team regarding equity committee duties (.4); prepare draft presentation outlining committee duties and best practices for equity committee (2.7).	6.60
04/11/23	KIVA	Prepare draft equity committee presentation (.3); correspond with Alexandra Thomas regarding same (.1); review and revise correspondence with Committee regarding matters status and next steps (.2); telephone conference with members and Paul Heath regarding same (.5); review outline regarding equity committee member duties (.6); review comments to same from Lauren Kanzer (.2); correspond with V&E team regarding same (.2).	2.10
04/12/23	PEH	Review draft presentation to equity committee (.9); telephone conference with client regarding upcoming business plan and valuation (.5); correspond with V&E and FTI teams regarding draft committee deck and diligence list (.4).	1.80
04/12/23	JJL	Review draft presentation to Equity Committee and revise same.	0.30
04/12/23	LRKA	Review and revise draft equity committee presentation (.8); review revised draft of same (.3); correspond with V&E team regarding same (.3).	1.40
04/12/23	ZAPA	Review and revise draft equity committee presentation (1.9); review comments to same (.4); review revised drafts of same (.6); correspond with V&E and FTI teams regarding same (.5).	3.40
04/12/23	AMTH	Review and revise equity committee presentation (1.8); incorporate comments to same (.7).	2.50
04/12/23	SAZO	Review comments to draft equity committee presentation (1.0); conduct follow-up research to address comments (.3); review and revise same (3.3); correspond with V&E team regarding same (.7).	5.30
04/12/23	KIVA	Review and revise draft presentation to equity committee (4.2); correspond and confer with V&E team regarding same (.4); review revisions to same from V&E team (.3).	4.90

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Re: Project E

04/13/23	PEH	Review and comment on draft equity committee presentation (.9); correspond with V&E team regarding same (.2); telephone conference with Lauren Kanzer regarding equity committee meeting (.2); correspond with V&E team regarding results of equity committee meeting and next steps with regard to same (.2); confer with Kiran Vakamudi on confidentiality issues (.4); telephone conference with David Rush regarding issues (.8).	2.70
04/13/23	JJL	Review draft presentation to Equity Committee (.3); participate in meeting with Equity Committee (.8).	1.10
04/13/23	LRKA	Review comments to equity committee presentation (.5); correspond with V&E team regarding same (.2); prepare for and attend meeting with equity committee (.9).	1.60
04/13/23	ZAPA	Prepare for and attend meeting with equity committee (.9); review committee duties presentation, bylaws, engagement letter, and other materials in connection with same (.8); review final comments to same (.4); correspond with V&E and FTI teams regarding same (.7); review and revise notes in connection with same (.8); correspond with V&E team regarding same (.5).	4.10
04/13/23	SAZO	Prepare for and attend equity committee meeting (.9); correspond with V&E team regarding bylaws and committee duty analysis (.2); revise committee materials (.4); correspond with V&E and FTI teams regarding same (.3).	1.80
04/13/23	KIVA	Review and revise equity committee materials (.4); correspond with V&E team regarding same (.2); confer with Lauren Kanzer regarding meeting (.1); prepare for and attend same (.7); confer with Lauren Kanzer regarding same and next steps (.2); draft summary of same for V&E team (.2).	1.80
04/14/23	AMTH	Review and revise notes on Committee/Advisor meeting on April 13th.	0.60
04/14/23	KIVA	Confer with Sara Zoglman regarding draft correspondence for equity committee members (.2); review and revise same (.2).	0.40
04/17/23	TMK	Telephone conference with V&E team regarding equity committee matters.	0.30
04/17/23	LRKA	Review comments to bylaws (.2); correspond with V&E team regarding same (.2); review correspondence regarding open issues (.2).	0.60

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Re: Project E

04/17/23	ZAPA	Review and revise equity committee meeting notes (.4); correspond with V&E team regarding same (.4); review comments to equity committee bylaws and revised drafts of same (.6); correspond with V&E team regarding same (.2).	1.60
04/17/23	AMTH	Review and revise notes from Committee/Advisor meeting.	0.10
04/17/23	SAZO	Review committee meeting notes and draft meeting minutes.	0.30
04/17/23	KIVA	Review meeting notes (.2); confer with V&E team regarding same (.1); correspond with V&E team regarding matter background and related pleadings (.2).	0.50
04/18/23	ZAPA	Review and revise equity committee meeting minutes (.7); correspond with V&E team regarding same (.4); review further comments to equity committee bylaws and revised drafts of same (.4); correspond with V&E team regarding same (.2); review draft equity committee update (.3); review materials in connection with same (.3).	2.30
04/18/23	SAZO	Draft committee minutes (1.7); review and revise same (.2).	1.90
04/18/23	KIVA	Draft correspondence to committee members regarding case status and related matters (.8); correspond with V&E team regarding same (.1).	0.90
04/19/23	TMK	Review correspondence regarding case and documentation and communications with the Committee.	0.50
04/19/23	PEH	Correspond with committee members and certain holders (.2); confer with David Rush on strategy, discussions with PJT and path forward (.8); review and revise draft status memo and correspond with V&E team regarding same (.2).	1.20
04/19/23	DSME	Review action items and Committee communications.	0.60
04/19/23	ZAPA	Review case update and related materials (.6); correspond with V&E team regarding same (.2); review revised draft committee minutes (.3).	1.10
04/19/23	SAZO	Correspond with Kiran Vakamudi regarding rule 2019 statement and follow-up work regarding same.	0.20
04/19/23	KIVA	Review and revise correspondence to committee members with comments from V&E team (.5); conduct research regarding 2019 statements (.3); correspond with V&E team regarding same (.1).	0.90

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Re: Project E

04/20/23	ZAPA	Correspond with V&E team regarding V&E engagement letter and bylaws (.6); review final versions of same (.3).	0.90
04/20/23	AMTH	Draft and send note to committee members regarding executed engagement letter (.3).	0.30
04/20/23	SAZO	Coordinate member signature pages for bylaws and engagement letters.	0.20
04/20/23	KIVA	Correspond with Committee members regarding signature pages (.4); correspond with V&E team regarding same (.3); coordinate finalization of same (.2).	0.90
04/21/23	PEH	Confer with Ryan Boyle regarding case status (.5); correspond with V&E team regarding same (.2); correspond with FTI regarding committee meetings (.1); correspond with V&E team regarding general committee issues (.3).	1.10
04/21/23	LRKA	Review correspondence regarding committee member.	0.10
04/21/23	ZAPA	Correspond with V&E team regarding equity committee meetings.	0.30
04/21/23	KIVA	Attend conference with Ryan Boyle and Paul Heath (.5); draft summary of same (.2); correspond with V&E team regarding same (.1).	0.80
04/22/23	PEH	Correspond with V&E team regarding committee member meeting.	0.10
04/22/23	LRKA	Conference with committee member, Kiran Vakamudi regarding equity committee matters.	0.30
04/22/23	ZAPA	Correspond with V&E team regarding equity committee meetings.	0.40
04/22/23	KIVA	Prepare for and attend conference with committee member and Lauren Kanzer.	0.40
04/24/23	DSME	Correspond with V&E team regarding committee governance.	0.10
04/25/23	KIVA	Correspond with V&E team regarding bylaws (.2); confer with Harry Perrin and V&E team regarding same (.1).	0.30
04/26/23	DSME	Review matter issues (.3); prepare for committee call (.5); follow-ups regarding same (.2).	1.00
04/27/23	PEH	Review and revise draft meeting deck (.6); confer with V&E team regarding same (.1); conference with FTI regarding draft meeting deck and approach to member	2.50

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Re: Project E

		meeting (.8); prepare for and participate in member meeting (.8); correspond with V&E team regarding professional retention issues (.2).	
04/27/23	DSME	Attend standing committee call.	0.50
04/27/23	LRKA	Correspond with Kiran Vakamudi regarding equity committee meeting.	0.20
04/27/23	ZAPA	Correspond with V&E team regarding equity committee meeting (.4); review draft materials in connection with same (.3); review revised drafts of same (.4).	1.10
04/27/23	AMTH	Review and revise presentation in advance of Committee meeting.	0.40
04/27/23	KIVA	Review and revise draft presentation materials (.8); confer with Alexandra Thomas regarding same (.1); revise same with comments from Paul Heath (.1); attend conference with V&E and FTI teams regarding Committee meeting (.5); attend conference with Committee regarding same (.7); prepare for same (.2).	2.40
04/28/23	DSME	Correspond with Doug Wall regarding status and strategy (.3); follow-ups (.2).	0.50
04/28/23	ZAPA	Review and revise equity committee meeting notes (.6); correspond with V&E team regarding same (.3).	0.90

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	14.30	1810.00	25,883.00
LRKA	Lauren R. Kanzer	7.40	1590.00	11,766.00
TMK	T. M. Kelly	2.20	1920.00	4,224.00
JJL	James J. Lee	2.10	1700.00	3,570.00
DSME	David S. Meyer	7.40	1810.00	13,394.00
ZAPA	Zachary A. Paiva	31.10	1085.00	33,743.50
AMTH	Alexandra M. Thomas	5.60	730.00	4,088.00
KIVA	Kiran Vakamudi	27.20	1150.00	31,280.00
SAZO	Sara Zoglman	46.30	945.00	43,753.50
Total		143.60		171,702.00

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Client/Matter Number OFF300 58000
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Re: Project E

Fees for services posted through April 30, 2023:**Re: Meetings and Communications with Stakeholders**

Date	Initials	Description	Hours
04/05/23	JJL	Review case updates and emails from Debtors' counsel.	0.20
04/05/23	KIVA	Confer with equityholder regarding matter status.	0.20
04/09/23	AMTH	Draft diligence list (4.1); confer and correspond with Kiran Vakamudi regarding same (.3).	4.40
04/09/23	KIVA	Review and revise diligence list (.4); correspond with Alexandra Thomas regarding same (.1).	0.50
04/10/23	LRKA	Review diligence list (.4); correspond with V&E team regarding same (.3).	0.70
04/10/23	ZAPA	Correspond with V&E team regarding formation of stakeholder communications log and related inbound correspondence.	0.60
04/10/23	AMTH	Create stakeholder communications log (.9); review and revise diligence list (.5).	1.40
04/10/23	KIVA	Review and revise diligence list (.6); correspond with V&E team regarding same (.1).	0.70
04/11/23	LRKA	Revise diligence list (1.2); correspond with Alexandra Thomas and Kiran Vakamudi regarding same (.4); correspond with V&E team regarding stakeholder log (.2).	1.80
04/11/23	ZAPA	Telephone conference with equityholder regarding case status (.3); correspond with V&E team regarding stakeholder log (.2).	0.50
04/11/23	AMTH	Review and revise diligence list (1.4); confer and correspond with Lauren Kanzer regarding same (.4); send same to FTI (.1).	1.90
04/11/23	KIVA	Review and revise stakeholder log (.2); confer with equityholder regarding bar date (.1).	0.30
04/12/23	PEH	Telephone conference with FA regarding case status (.3); review diligence list (.2); telephone conference with David Rush regarding issues and workstreams (.7).	1.20
04/12/23	DSME	Review diligence list.	0.40
04/12/23	LRKA	Review diligence list from FTI (.3); correspond with Kiran Vakamudi regarding same (.2).	0.50

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Re: Project E

04/12/23	KIVA	Review diligence list comments from FTI team (.2); correspond with V&E team regarding same (.1).	0.30
04/13/23	PEH	Review diligence list (.4); correspond with V&E and FTI teams regarding same (.2).	0.60
04/13/23	AMTH	Review and revise diligence list (.2); correspond with V&E team regarding same (.1).	0.30
04/13/23	KIVA	Review comments to diligence list (.1); correspond with FTI team regarding same (.2); correspond with Weil team regarding same (.1); review docket filings regarding confidentiality in connection with same (.3); confer with V&E team regarding same (.1).	0.80
04/14/23	PEH	Correspond with V&E team regarding committee member communication protocol (.2); correspond with V&E team regarding confidentiality issues for diligence list (.2); telephone conference with Harry Perrin regarding committee member communication protocol (.2).	0.60
04/14/23	ZAPA	Review correspondence from parties in interest regarding case status (.3); correspond with V&E team regarding same (.2); review draft committee updates in connection with same (.4); correspond with V&E team regarding diligence list and related confidentiality provisions (.2).	1.10
04/14/23	SAZO	Confer with Kiran Vakamudi regarding equity security holder outreach to committee members (.1); draft form response to address same (.5); follow-up work regarding same (.1).	0.70
04/14/23	KIVA	Correspond with Weil and V&E teams regarding confidentiality provisions in bylaws (.1); review bylaws regarding same (.3).	0.40
04/17/23	PEH	Confer with Kiran Vakamudi on certain equity issues (.2); correspond with V&E team regarding workstreams, member communication protocol and diligence issues (.4).	0.60
04/17/23	LRKA	Review and revise communication to equity holders (.3); correspond with Sara Zoglman regarding same (.1).	0.40
04/17/23	ZAPA	Review draft equity committee outreach materials (.4); review comments to same (.3); correspond with V&E team regarding same (.2); review correspondence from stakeholders (.2); review updated log in connection with same (.2).	1.30
04/17/23	SAZO	Correspond with V&E team regarding Weil comments to confidentiality provisions (.2); review and revise same (.5); correspond with Weil team regarding same (.1).	0.80

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Re: Project E

04/17/23	KIVA	Review comments to confidentiality excerpts from Weil team and revisions to same (.5); correspond with V&E tea, regarding same (.3).	0.80
04/18/23	ZAPA	Review revised draft equity committee outreach materials (.3); review correspondence from stakeholders (.2).	0.50
04/18/23	SAZO	Review and revise committee outreach statement (.1); prepare for and attend telephone conference with Kiran Vakamudi and Weil team regarding confidentiality provisions in equity committee bylaws (.3); revise confidentiality provisions based on same (.1); correspond with V&E team regarding same (.1).	0.60
04/18/23	KIVA	Prepare for and attend telephone conference with Weil and V&E teams regarding bylaw confidentiality provisions.	0.50
04/19/23	ZAPA	Review stakeholder correspondence.	0.30
04/20/23	SAZO	Correspond with debtors' counsel regarding executed confidentiality provisions.	0.10
04/20/23	KIVA	Draft confidentiality provision excerpt (.4); correspond with V&E team regarding same (.1); review correspondence with Weil team regarding same (.1); correspond with FTI team regarding same (.1).	0.70
04/22/23	ZAPA	Correspond with V&E and FTI teams regarding weekly update calls with Debtor advisors.	0.30
04/25/23	ZAPA	Correspond with V&E team and stakeholders regarding case status.	0.40
04/26/23	PEH	Prepare for and participate in update call with CoreS professional team (.6); confer with V&E team regarding CoreS issues (.3).	0.90
04/26/23	LRKA	Conference call with Weil, PJT, FTI, V&E teams regarding matter updates, open issues.	0.50
04/26/23	ZAPA	Telephone conference with equity stakeholder (.2); correspond with V&E team regarding same (.2).	0.40
04/26/23	KIVA	Attend conference with FTI, Weil, and PJT teams regarding matter status and next steps (.5); draft summary of same (.3).	0.80
04/28/23	PEH	Participate in conference call with equityholder.	0.80

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Billing Attorney David S. Meyer

Re: Project E

04/28/23	ZAPA	Prepare for and telephone conference with V&E team and equityholder regarding case status (.6); review and revise notes in connection with same (.3); correspond with V&E team regarding same (.2); correspond with V&E team regarding ad hoc equity group (.5).	1.60
04/28/23	KIVA	Attend conference with equityholder (.5); correspond with Zack Paiva regarding same (.1).	0.60

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	4.70	1810.00	8,507.00
LRKA	Lauren R. Kanzer	3.90	1590.00	6,201.00
JJL	James J. Lee	0.20	1700.00	340.00
DSME	David S. Meyer	0.40	1810.00	724.00
ZAPA	Zachary A. Paiva	7.00	1085.00	7,595.00
AMTH	Alexandra M. Thomas	8.00	730.00	5,840.00
KIVA	Kiran Vakamudi	6.60	1150.00	7,590.00
SAZO	Sara Zoglman	2.20	945.00	2,079.00
Total		33.00		38,876.00

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Re: Project E

Fees for services posted through April 30, 2023:**Re: Plan Negotiations- Research**

Date	Initials	Description	Hours
04/03/23	PEH	Review analysis regarding convertible notes.	0.30
04/03/23	JJL	Review analysis of debtors' capital structure and related background information regarding case status.	0.70
04/03/23	LRKA	Review note purchase agreement.	0.50
04/03/23	ZAPA	Review note purchase agreements.	0.70
04/04/23	PEH	Conference with V&E team regarding potential plan constructs.	0.20
04/04/23	ZAPA	Telephone conference with V&E team regarding equity backstop research.	0.70
04/04/23	AMTH	Review debt documents (.8); conduct research regarding equity backstops of a rights offering and potential plan structures (1.4); correspond with V&E team regarding same (.7); draft summary of research regarding same (1.0); circulate same to V&E team (.1).	4.00
04/04/23	KIVA	Review debt documents and SEC filings.	0.60
04/05/23	ZAPA	Research regarding precedent crypto case plan structure (1.3); correspond with V&E team regarding same (.2).	1.50
04/07/23	PEH	Review equity analysis and 2022 10-K and outline certain equity considerations in connection therewith.	3.20
04/15/23	AMTH	Research precedent equity rights offerings and plan structures with equity participation.	1.40
04/16/23	AMTH	Research and summarize precedent equity rights offerings and plan structures with equity participation.	2.10
04/17/23	AMTH	Review and revise research regarding precedent equity rights offerings and plan structures with equity participation.	1.60
04/18/23	ZAPA	Review draft equity rights offering and plan structure with equity participation research analysis.	0.70
04/18/23	AMTH	Review and revise research related to rights offering and plan structures with equity participation (1.4); correspond with V&E team regarding same (.3).	1.70

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04/19/23	ZAPA	Review and revise analysis regarding equity rights offering and plan structures with equity participation (2.4); research same (.7); correspond with V&E team regarding same (.3).	3.40
04/19/23	KIVA	Review and revise summary of research regarding rights offerings and plan structures with equity participation (.8); review materials regarding same (.6); correspond with V&E team regarding same (.2).	1.60
04/20/23	AMTH	Review and revise research analysis on equity rights offerings and plan structures with equity participation.	3.10
04/21/23	ZAPA	Review and revise rights offering and plan structures with equity participation research analysis (2.4); research regarding same and plan structures with equity participation (.9); correspond with V&E team regarding same (.3); telephone conference with V&E team regarding same (.5).	4.10
04/21/23	AMTH	Confer with Zack Paiva and Kiran Vakamudi regarding revisions to rights offering research and plan structures with equity participation research analysis (.5); review and revise same (2.3).	2.80
04/21/23	KIVA	Conduct research regarding convertible notes and related background materials.	1.80
04/22/23	AMTH	Review and revise rights offering and plan structures with equity participation research analysis pursuant to conference with Kiran Vakamudi and Zack Paiva.	2.50
04/23/23	PEH	Review draft memo on equity rights offering and plan structures with equity participation.	0.80
04/23/23	ZAPA	Review and revise rights offering and plan structures with equity participation research analysis (1.4); correspond with V&E team regarding same (.2).	1.60
04/24/23	PEH	Further review and comment on draft analysis on potential rights offering issues and plan structures with equity participation (1.4); participate in call with V&E team regarding same (.5); review FTI materials regarding same (.1).	2.00
04/24/23	LRKA	Review equity rights offering and plan structure outline (.2); conference call with V&E team regarding same (.6).	0.80
04/24/23	ZAPA	Correspond with V&E and FTI teams regarding equity rights offering and plan structure research (.4); research regarding same (1.6); review comments to same (.4); telephone conferences with V&E team regarding same (.7).	3.10

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04/24/23	AMTH	Attend telephone conference regarding rights offering and plan structure research and next steps (.6); review and revise same (1.5).	2.10
04/24/23	SAZO	Attend conference with Kiran Vakamudi regarding analysis of convertible notes (.2); review documents in support of same (.6).	0.80
04/24/23	KIVA	Confer with Sara Zoglman regarding convertible notes and analysis research (.2); conduct research regarding same (.1).	0.30
04/25/23	ZAPA	Review comments to equity rights and plan structure research (.4); research regarding same (1.2); correspond with V&E team regarding same (.4).	2.00
04/25/23	AMTH	Review and revise equity rights offering and plan structure research.	1.30
04/25/23	SAZO	Review convertible notes and analyze same (.8); conference and correspond with Kiran Vakamudi regarding same (.2); research regarding same (.7).	1.70
04/25/23	KIVA	Confer and correspond with Sara Zoglman regarding convertible notes and analysis.	0.20
04/26/23	AMTH	Review and revise equity rights offering and plan structure research (.3); correspond with Zack Paiva regarding same (.1).	0.40
04/27/23	PEH	Correspond with V&E team regarding issues related to convertible notes.	0.50
04/27/23	LRKA	Correspond with V&E team regarding note purchase agreements, DIP, and notes claims.	0.40
04/27/23	ZAPA	Review and revise equity rights offering and plan structure research (.4); correspond with V&E team regarding same (.2); correspond with V&E team regarding secured convertible notes (.6); review materials in connection with same (.8).	2.00
04/27/23	AMTH	Review and revise equity rights offering and plan structure research to add new precedent and other comments from V&E team.	6.40
04/27/23	SAZO	Review April and August secured convertible notes (1.0); analyze same and outline key points regarding repayment amount (.7); conference with Kiran Vakamudi regarding same (.3); conduct research regarding convertible notes (2.0); analyze same (.9); prepare outline of analysis regarding same (1.3); draft memo	10.00

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		regarding same (1.7); conduct follow-up research and review relevant documents in support of analysis (.6); draft memo (.9); review and revise same (.6).	
04/27/23	JDKM	Review background documents related to case (2.0); correspond with V&E team regarding same (.2).	2.20
04/27/23	KIVA	Confer and correspond with V&E restructuring and finance team regarding debt documents and related issues (.2); conduct research regarding same (.3); correspond with Sara Zoglman regarding same (.2).	0.70
04/28/23	JKLO	Review debt documents regarding potential restructuring issues (3.7); correspond with V&E team regarding same (.3).	4.00
04/28/23	DSME	Review research outline (.2); correspond with V&E team regarding same (.1).	0.30
04/28/23	ZAPA	Review and revise equity rights offering and plan structure research (2.2); correspond with V&E team regarding same (.2).	2.40
04/28/23	AMTH	Review and revise rights offering and plan structure research to incorporate Zack Paiva's comments (.5); circulate same to V&E team (.2).	0.70
04/28/23	SAZO	Conference with Kiran Vakamudi regarding convertible note analysis (.4); follow-up correspondence with V&E team regarding same (.3).	0.70
04/28/23	JDKM	Review debt documents (1.4); draft debt summary (3.9).	5.30
04/28/23	KIVA	Conduct research regarding debt documents and related issues (.3); confer with Sara Zoglman regarding same (.4).	0.70
04/29/23	JDKM	Continue review of debt documents and drafting debt summary.	3.50

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	7.00	1810.00	12,670.00
LRKA	Lauren R. Kanzer	1.70	1590.00	2,703.00
JDKM	Joseph D. Kmak	11.00	875.00	9,625.00
JJL	James J. Lee	0.70	1700.00	1,190.00
JKLO	James K. Longhofer	4.00	1425.00	5,700.00
DSME	David S. Meyer	0.30	1810.00	543.00
ZAPA	Zachary A. Paiva	22.20	1085.00	24,087.00
AMTH	Alexandra M. Thomas	30.10	730.00	21,973.00
KIVA	Kiran Vakamudi	5.90	1150.00	6,785.00
SAZO	Sara Zoglman	13.20	945.00	12,474.00
Total		96.10		97,750.00

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 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through April 30, 2023:**Re: Valuation-Experts**

Date	Initials	Description	Hours
04/13/23	PEH	Telephone conference with Jim Lee regarding potential expert witness issues.	0.20
04/13/23	JJL	Confer with Paul Heath regarding potential expert witness and analyze same.	0.30
04/14/23	MWMO	Correspond with Paul Heath regarding valuation experts (.1); review relevant background related to same (.4).	0.50
04/17/23	PEH	Correspond with FTI and V&E teams regarding expert issues.	0.20
04/17/23	MWMO	Begin work on evaluation of potential experts.	0.30
04/18/23	PEH	Correspond with FTI team regarding valuation expert calls.	0.20
04/19/23	PEH	Correspond with potential expert.	0.10
04/19/23	JJL	Review background information in preparation for interviews of potential valuation experts.	1.40
04/19/23	MWMO	Analyze background information of potential experts and prepare for interview of same.	0.50
04/20/23	JJL	Review financial data in preparation for expert interviews.	1.10
04/20/23	MWMO	Analyze background of potential experts.	0.30
04/24/23	PEH	Review proposed experts background information (.4); participate in calls with prospective experts (1.2); follow-up discussion with V&E team regarding expert selection (.3); correspond with V&E team regarding same (.2).	2.10
04/24/23	JJL	Prepare for and participate in Zoom interviews with potential valuation experts (2.4); confer with V&E team regarding same (.3).	2.70
04/24/23	MWMO	Review background information related to Core Scientific in preparation for calls with experts (2.9); prepare for and participate in calls with same (1.3); follow-up call with Paul Heath and Jim Lee regarding same (.3).	4.50
04/24/23	SAZO	Correspond with Paul Heath regarding FTI experts (.1); follow-up work regarding same (.1).	0.20

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04/25/23	PEH	Correspond with Jim Lee and Matt Moran regarding expert witness candidates (.5); call with David Rush regarding same (.5).	1.00
04/25/23	JJL	Conference with David Rush of FTI to discuss expert witness selection and confer internally as to same (.5); review materials from FTI and other sources regarding crypto currency valuation in connection with anticipated use in expert testimony (1.2).	1.70
04/25/23	MWMO	Analyze issues related to potential valuation experts and confer with V&E team regarding same (.5); call with David Rush of FTI regarding experts (.5).	1.00
04/26/23	MWMO	Review background information and information related to cryptocurrency in preparation for valuation discussions with potential experts.	0.50
04/28/23	PEH	Call with Matt Moran regarding valuation issues (.3); correspond with V&E team regarding issues related to same (.3).	0.60
04/28/23	MWMO	Review background information related to cryptocurrency in preparation for valuation analysis (1.7); call with Paul Heath regarding valuation (.3).	2.00
04/28/23	SAZO	Research and work related to valuation expert (.6); correspond with Paul Heath regarding same (.3).	0.90

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	4.40	1810.00	7,964.00
JJL	James J. Lee	7.20	1700.00	12,240.00
MWMO	Matthew W. Moran	9.60	1810.00	17,376.00
SAZO	Sara Zoglman	1.10	945.00	1,039.50
Total		22.30		38,619.50

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Re: Project E

Fees for services posted through April 30, 2023:**Re: Valuation-Reporting**

Date	Initials	Description	Hours
04/04/23	PEH	Correspond with V&E team regarding reporting matters.	0.10
04/05/23	PEH	Review DIP variance report.	0.10
04/05/23	JJL	Review updated DIP budget and weekly variance report.	0.30
04/05/23	ZAPA	Correspond with V&E and Weil teams regarding DIP reporting (.1); review draft of same (.3).	0.40
04/06/23	LRKA	Review financial reporting.	0.20
04/12/23	PEH	Review weekly variance report.	0.10
04/12/23	JJL	Review weekly variance report.	0.10
04/12/23	KIVA	Review variance report.	0.20
04/17/23	PEH	Finish review of CoreS 2022 10-K and outline case issues arising thereof.	2.50
04/19/23	ZAPA	Review DIP variance reporting.	0.20
04/26/23	ZAPA	Review DIP variance reporting (.3); correspond with V&E team regarding advisor call regarding same (.2).	0.50
04/30/23	ZAPA	Review OCP report.	0.10

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	2.80	1810.00	5,068.00
LRKA	Lauren R. Kanzer	0.20	1590.00	318.00
JJL	James J. Lee	0.40	1700.00	680.00
ZAPA	Zachary A. Paiva	1.20	1085.00	1,302.00
KIVA	Kiran Vakamudi	0.20	1150.00	230.00
Total		4.80		7,598.00

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Re: Project E

Fees for services posted through April 30, 2023:**Re: Valuation-Research**

Date	Initials	Description	Hours
04/02/23	ZAPA	Correspond with V&E team regarding equity transactions overview.	0.10
04/02/23	SAZO	Review SEC filings from Jan 2021 through present (3.8); analyze and summarize same (2.0); correspond with V&E team regarding same (.1).	5.90
04/03/23	SAZO	Research and summarize company SEC filings for equity history summary.	4.20
04/04/23	SAZO	Continue review and analysis regarding company's SEC filings and equity history (3.9); draft outline for equity history summary (2.7); review and revise same (1.1).	7.70
04/05/23	JJL	Review additional background information regarding history of equity issuances and developments in the case to date (.3); review draft equity committee history (.4).	0.70
04/05/23	ZAPA	Review and revise equity history transaction summary (1.3); review SEC filings in connection with same (1.0); correspond with V&E team regarding same (.2).	2.50
04/05/23	SAZO	Finalize equity history summary and send to Zack Paiva (.8); review comments received on same (.3); incorporate same into draft and conduct related follow-up research (1.3); correspond with V&E team regarding same (.2).	2.60
04/06/23	PEH	Review of background of equity transaction history and analyze potential equity structures.	1.20
04/19/23	PEH	Review weekly variance report.	0.10
04/20/23	LRKA	Conference with James Longhofer regarding finance matters (.2); correspond with V&E team regarding same (.2).	0.40

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	1.30	1810.00	2,353.00
LRKA	Lauren R. Kanzer	0.40	1590.00	636.00
JJL	James J. Lee	0.70	1700.00	1,190.00
ZAPA	Zachary A. Paiva	2.60	1085.00	2,821.00
SAZO	Sara Zoglman	20.40	945.00	19,278.00
Total		25.40		26,278.00

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Re: Project E

Fees for services posted through April 30, 2023:**Re: Litigation**

Date	Initials	Description	Hours
04/20/23	ZAPA	Correspond with V&E team regarding securities litigation (.2); review SEC filings in connection with same (.3).	0.50
04/20/23	JOJI	Correspond with Jeremy Reichman regarding docket review assignment.	0.10
04/24/23	JMR	Review and comment on draft memo regarding status of class action securities litigation.	0.60
04/24/23	JOJI	Review docket for class action filed against Core Scientific (.8); prepare summary regarding same (2.6).	3.40
04/24/23	KIVA	Review summary of state class action suit (.2); confer with V&E team regarding same (.1).	0.30

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
JOJI	Joshua Jilovec	3.50	875.00	3,062.50
ZAPA	Zachary A. Paiva	0.50	1085.00	542.50
JMR	Jeremy M. Reichman	0.60	1425.00	855.00
KIVA	Kiran Vakamudi	0.30	1150.00	345.00
Total		4.90		4,805.00

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 Billing Attorney David S. Meyer

Re: Project E

Summary of Services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	62.50	1810.00	113,125.00
JOJI	Joshua Jilovec	3.50	875.00	3,062.50
LRKA	Lauren R. Kanzer	26.60	1590.00	42,294.00
TMK	T. M. Kelly	3.20	1920.00	6,144.00
JDKM	Joseph D. Kmak	11.00	875.00	9,625.00
JJL	James J. Lee	14.40	1700.00	24,480.00
JKLO	James K. Longhofer	4.00	1425.00	5,700.00
DSME	David S. Meyer	27.80	1810.00	50,318.00
MWMO	Matthew W. Moran	9.60	1810.00	17,376.00
EENE	Elizabeth E. Neuman	22.60	420.00	9,492.00
ZAPA	Zachary A. Paiva	115.00	1085.00	124,775.00
HAP	Harry A. Perrin	0.60	1810.00	1,086.00
JMR	Jeremy M. Reichman	0.60	1425.00	855.00
AMTH	Alexandra M. Thomas	85.60	730.00	62,488.00
KIVA	Kiran Vakamudi	60.00	1150.00	69,000.00
SAZO	Sara Zoglman	91.60	945.00	86,562.00
Total		538.60		\$626,382.50

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

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Vinson&Elkins

Invoice

July 18, 2023

Official Committee of Equity Security Ho
 Attn: The Members of the Official Committee of
 Equity Security Holders
 N/A
 Las Vegas, NV 89119

Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

This invoice has been forwarded via e-mail to:
 aaron@alphabrahvoholdings.com

Re: Project E

Fees for services posted through May 31, 2023:

Re: Case Administration- General

Date	Initials	Description	Hours
05/01/23	DSME	Review works in progress (.3); correspond with Kiran Vakamudi regarding same (.2); review updates and strategy (.7).	1.20
05/01/23	EENE	Obtain updated docket report (.3); complete calendaring (.1).	0.40
05/02/23	PEH	Participate in standing call with FTI (.5); correspond with David Meyer regarding same (.1).	0.60
05/02/23	DSME	Attend V&E/FTI workstreams call.	0.50
05/02/23	LRKA	Conference call with V&E team and FTI regarding matter status and next steps.	0.50
05/02/23	EENE	Obtain updated docket report for attorneys and review report for calendar details.	0.10
05/02/23	ZAPA	Correspond with V&E and FTI teams regarding standing meetings (.4); telephone conference with V&E and FTI teams regarding case status (.5); follow up correspondence with V&E team regarding same (.4).	1.30
05/02/23	KIVA	Attend conference with V&E and FTI teams regarding matter status (.5); prepare for same (.1).	0.60
05/03/23	PEH	Correspond with internal team and FTI on update correspondence with OEC.	0.40
05/03/23	MWMO	Review background information related to debtor's business and cryptocurrency.	0.30
05/03/23	DSME	Correspond with Paul Heath regarding strategy and review update (.3); correspond with Alexandra Thomas regarding same (.1).	0.40
05/04/23	PEH	Review workstreams list (.2); participate in call with V&E team regarding workstreams (.5).	0.70
05/04/23	DSME	Attend portion of working group call (.3); telephone	0.50

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 2

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

		conference with David Rush (.2).	
05/04/23	LRKA	Conference call with V&E team regarding work in process.	0.50
05/04/23	ZAPA	Prepare for and attend telephone conference with V&E team regarding case status (.6); follow up correspondence regarding same (.2).	0.80
05/04/23	AMTH	Attend call with V&E team regarding works in progress.	0.50
05/04/23	SAZO	Attend weekly call with V&E team regarding case and work stream status.	0.50
05/04/23	KIVA	Review and revise works in progress list (.1); attend conference with V&E team regarding same (.5).	0.60
05/05/23	EENE	Obtain updated docket report (.1); complete calendaring (.1).	0.20
05/08/23	MST	Office conference with Paul Heath regarding background (.5); review background materials (1.0).	1.50
05/08/23	DSME	Telephone conference with Harry Perrin regarding strategy (.3); telephone conference with FTI team regarding matter update (.5); correspond with Mark Kelly (.1); address committee organizational issues (.1).	1.00
05/08/23	EENE	Obtain updated docket report (.1); complete calendaring (.1); correspond with Kiran Vakamudi regarding same (.2).	0.40
05/09/23	MST	Review background materials.	2.50
05/09/23	PEH	Review workstreams chart (.2); weekly standing call with FTI (.3).	0.50
05/09/23	DSME	Review workstreams list and strategy analysis (.2); telephone conference with V&E and FTI teams regarding same (.3).	0.50
05/09/23	LRKA	Prepare for and attend conference call with V&E team and FTI regarding matter status and next steps.	0.50
05/09/23	EENE	Obtain updated docket report.	0.10
05/09/23	ZAPA	Correspond with V&E team regarding advisor meetings.	0.20
05/09/23	KIVA	Attend conference with V&E and FTI teams regarding strategy and next steps.	0.30
05/10/23	EENE	Obtain updated docket report.	0.10

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 3

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

05/11/23	PEH	Review updated workstreams list (.1); participate in call with V&E team regarding workstreams (.5); correspond with V&E and client teams regarding scheduling (.1).	0.70
05/11/23	DSME	Attend portion of V&E working group call.	0.30
05/11/23	LRKA	Conference call with V&E team regarding work in process (.5); correspond with Wendy Salinas and David Peck regarding matter background (.1).	0.60
05/11/23	EENE	Obtain updated docket report for attorneys.	0.10
05/11/23	ZAPA	Prepare for and attend telephone conference with V&E team regarding works in progress.	0.50
05/11/23	AMTH	Attend meeting with V&E team regarding works in progress.	0.50
05/11/23	SAZO	Attend meeting with V&E team regarding works in progress and case updates (.5); follow-up work regarding same (.2).	0.70
05/12/23	EENE	Obtain updated docket report (.1); calendar relevant dates (.1).	0.20
05/13/23	ZAPA	Correspond with V&E team regarding works in progress.	0.30
05/15/23	MST	Telephone conference with Paul Heath regarding matter issues.	0.50
05/15/23	EENE	Obtain updated docket report for attorneys and review report for calendar details.	0.10
05/16/23	PEH	Correspond with V&E team, FTI, and PJT on diligence request.	0.20
05/16/23	EENE	Obtain updated docket report (.1); complete calendaring (.3); communicate with Sara Zoglman for calendar clarification (.1); conduct research regarding precedent materials (.2).	0.70
05/16/23	ZAPA	Review business plan diligence and related correspondence.	0.30
05/17/23	PEH	Call with David Rush on business plan and next steps (.4); call with Kiran Vakamudi on status of OEC standing call (.1).	0.50
05/17/23	EENE	Obtain updated docket report for attorneys (.1); review Core Scientific docket for first day hearing transcript, provide copy to Sara Zoglman, and organize copy into files (.2).	0.30

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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

05/18/23	MST	Attention to emails regarding matter issues.	0.50
05/18/23	PEH	Prepare for and participate in weekly workstreams call with V&E team.	0.50
05/18/23	DSME	Working group call.	0.50
05/18/23	LRKA	Conference call with V&E team regarding works in progress (.5); prepare for same (.2).	0.70
05/18/23	EENE	Obtain updated docket report.	0.10
05/18/23	ZAPA	Telephone conference with V&E team regarding works in progress.	0.50
05/18/23	AMTH	Attend meeting regarding works in progress (.5); discuss ongoing matters with Paul Heath (.5).	1.00
05/18/23	KIVA	Correspond with Matt Moran regarding same (.1); review and revise works in progress list (.3); attend conference with V&E team regarding same (.5).	0.90
05/19/23	EENE	Obtain updated docket report (.1); calendar details (.2); review files for and provide select agreement and related document to Lauren Kanzer (.2).	0.50
05/22/23	EENE	Obtain updated docket report (.1); complete calendaring (.2).	0.30
05/23/23	MST	Participate in update call.	0.50
05/23/23	PEH	Correspond with V&E team, PJT, and FTI on scheduling (.1); confer with Kiran Vakamudi on results (.1).	0.20
05/23/23	JJL	Review background matters.	1.00
05/23/23	LRKA	Conference call with V&E team and FTI regarding matter status and next steps (.5); follow-up conference with Zack Paiva regarding same (.3); correspond with V&E team regarding same (.3).	1.10
05/23/23	EENE	Obtain updated docket report for attorneys, review report and court documents for calendar details, and complete calendaring (.4); review procedures for general information (.4); correspond with Sara Zoglman regarding Witness and Exhibit List (.2).	1.00
05/23/23	ZAPA	Prepare for and attend telephone conference with V&E and FTI teams regarding case status (.6); follow up telephone conference with Lauren Kanzer regarding same (.3); correspond with V&E team regarding same (.1).	1.00

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

05/23/23	KIVA	Attend telephone conference with V&E and FTI teams regarding matter status and next steps (.5); correspond with Lauren Kanzer regarding same (.1); draft correspondence regarding same (.1).	0.70
05/24/23	MST	Correspond with Paul Heath regarding works in progress (.2); review correspondence regarding same (.3).	0.50
05/24/23	DSME	Confer with Paul Heath regarding updates and next steps.	0.60
05/24/23	EENE	Obtain updated docket report for attorneys.	0.10
05/25/23	MST	Prepare for and participate in telephone conference with V&E team regarding case status.	0.80
05/25/23	PEH	Participate in telephone conference with V&E team regarding works in progress.	0.40
05/25/23	JJL	Review updated work-in-progress checklist (.1); correspond with V&E team regarding matter status (.3).	0.40
05/25/23	DSME	Telephone conference with V&E team regarding works in progress.	0.40
05/25/23	LRKA	Conference call with V&E team regarding works in progress (.4); correspond with V&E team regarding open issues (.4).	0.80
05/25/23	EENE	Obtain updated docket report for attorneys.	0.10
05/25/23	ZAPA	Prepare for and telephone conference with V&E team regarding works in progress.	0.50
05/25/23	SAZO	Attend telephone conference with V&E team regarding workstreams in progress and related case updates (.4); prepare for same (.2).	0.60
05/25/23	KIVA	Attend meeting with V&E team regarding works in progress (.4); revise document regarding same (.1); correspond with V&E teams regarding matter status and pending diligence (.5).	1.00
05/26/23	EENE	Obtain updated docket report for attorneys.	0.10
05/29/23	EENE	Obtain updated docket report for attorneys and review report for calendar details.	0.10
05/30/23	MST	Attend works in progress telephone conference with V&E and FTI teams (.4); review same (.1).	0.50

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number	OFF300 58000
Invoice Number	25726924
Billing Attorney	David S. Meyer

Re: Project E

05/30/23	DSME	Review works in progress list (.5); attend portion of telephone conference with V&E and FTI teams regarding works in progress (.2).	0.70
05/30/23	LRKA	Telephone conference with FTI and V&E teams regarding next steps and open issues (.4); conference with Kiran Vakamudi regarding same (.2).	0.60
05/30/23	KIVA	Attend telephone conference with V&E and FTI teams regarding matter status and next steps (.4); confer with Lauren Kanzer regarding same (.2).	0.60
05/31/23	JJL	Review updated docket and recent court filings.	0.40
05/31/23	EENE	Obtain updated docket report for attorneys, review report and court documents for calendar details, and complete calendaring.	0.20
05/31/23	ZAPA	Correspond with V&E team regarding works in progress.	0.40
Total			\$63,140.50

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 7

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	4.70	1810.00	8,507.00
LRKA	Lauren R. Kanzer	5.30	1590.00	8,427.00
JJL	James J. Lee	1.80	1700.00	3,060.00
DSME	David S. Meyer	6.60	1810.00	11,946.00
MWMO	Matthew W. Moran	0.30	1810.00	543.00
EENE	Elizabeth E. Neuman	5.20	420.00	2,184.00
ZAPA	Zachary A. Paiva	5.80	1085.00	6,293.00
MST	Michael S. Telle	7.30	1865.00	13,614.50
AMTH	Alexandra M. Thomas	2.00	730.00	1,460.00
KIVA	Kiran Vakamudi	4.70	1150.00	5,405.00
SAZO	Sara Zoglman	1.80	945.00	1,701.00
Total		45.50		63,140.50

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 8

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Employment and Fee Apps- General**

Date	Initials	Description	Hours
05/02/23	DSME	Review fee estimate (.1); correspond with Kiran Vakamudi regarding same (.1).	0.20
05/02/23	LRKA	Correspond and conference with Kiran Vakamudi regarding fee estimate (.3); review correspondence regarding same (.2).	0.50
05/02/23	KIVA	Review fee statement (.6); draft summary of same (.2); confer with Lauren Kanzer regarding same (.1); correspond with V&E team regarding same (.3).	1.20
05/04/23	ZAPA	Review interim compensation order (.5); correspond with V&E team regarding same (.2).	0.70
05/04/23	SAZO	Correspond with V&E team regarding fee application matters.	0.20
05/08/23	KIVA	Confer with Weil team regarding V&E retention application order.	0.10
05/10/23	DSME	Review comments to V&E retention order (.1); analyze same (.1); correspond with Kiran Vakamudi regarding same (.1).	0.30
05/10/23	ZAPA	Review comments to retention applications (.2); correspond with V&E team regarding same (.3).	0.50
05/10/23	KIVA	Confer with Weil team regarding retention order (.1); review and revise correspondence regarding same (.1); correspond and confer with V&E team regarding same (.2).	0.40
05/12/23	PEH	Correspond with V&E team regarding comments to V&E/FTI retention.	0.20
05/12/23	DSME	Review comments to V&E retention order.	0.10
05/12/23	ZAPA	Review comments to retention applications (.4); correspond with V&E team regarding same (.2); review revised drafts of same (.3).	0.90
05/12/23	AMTH	Review and revise V&E retention order based on comments received.	0.50
05/12/23	SAZO	Review and revise FTI retention order based on comments received (.2); correspond with V&E and FTI teams regarding same (.1).	0.30

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 9

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

05/12/23	KIVA	Review comments to V&E and FTI retention orders (.2); correspond with V&E team regarding same (.1); review and revise V&E retention order (.2); correspond with Alexandra Thomas regarding same (.1); correspond with Weil team regarding same (.1).	0.70
05/15/23	AMTH	Review and revise V&E retention application.	0.60
05/15/23	KIVA	Review revisions to proposed orders with comments from US Trustee (.1); correspond with V&E team regarding same (.1); draft correspondence to Jayson Ruff regarding same (.1).	0.30
05/18/23	KIVA	Correspond with Weil team regarding FTI retention order (.1); correspond with FTI and V&E teams regarding same (.2).	0.30
05/19/23	AMTH	Confer with Sara Zoglman and Kiran Vakamudi regarding Certificate of No Objection to retention applications (.7); review and revise same (.9).	1.60
05/19/23	SAZO	Conference and correspond with V&E team regarding certificates of no objections (.6); review same (.4).	1.00
05/21/23	AMTH	Prepare filing versions of certificates of no objection to V&E and FTI retention applications (.8); correspond with Kiran Vakamudi regarding same (.4).	1.20
05/22/23	LRKA	Review correspondence regarding CNOs and review same.	0.40
05/22/23	AMTH	Revise execution versions of CNOs and coordinate filing of same.	0.70
05/25/23	LRKA	Review FTI retention order (.1); correspond with Kiran Vakamudi regarding fee estimate for Committee (.3).	0.40
05/25/23	AMTH	Correspond with FTI team regarding FTI retention order (.2); correspond with V&E team regarding V&E retention order (.4).	0.60
05/27/23	LRKA	Review and comment on April invoice for compliance with UST and court guidelines (1.9); correspond with David Meyer and Paul Heath regarding same (.3).	2.20
05/28/23	PEH	Review monthly fee statement.	0.20
05/30/23	AMTH	Review and comment on FTI's draft monthly fee statement for redactions (1.4); correspond with Kiran Vakamudi regarding same (.2).	1.60

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 10

Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/31/23 DSME Review April fee statement. 0.60

Total \$20,571.00

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 11

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.40	1810.00	724.00
LRKA	Lauren R. Kanzer	3.50	1590.00	5,565.00
DSME	David S. Meyer	1.20	1810.00	2,172.00
ZAPA	Zachary A. Paiva	2.10	1085.00	2,278.50
AMTH	Alexandra M. Thomas	6.80	730.00	4,964.00
KIVA	Kiran Vakamudi	3.00	1150.00	3,450.00
SAZO	Sara Zoglman	1.50	945.00	1,417.50
Total		18.50		20,571.00

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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Hearing**

Date	Initials	Description	Hours
05/17/23	DSME	Review transcript (.4); prepare for hearing (.3).	0.70
05/17/23	ZAPA	Correspond with V&E team regarding May 22 hearing.	0.40
05/18/23	ZAPA	Review and revise May 22 hearing talking points (.5); review materials in connection with same (.3); correspond with V&E team regarding same (.3).	1.10
05/18/23	AMTH	Draft talking points for hearing (.7); review comments to same (.6); review and revise same (1.8).	3.10
05/18/23	KIVA	Review and revise hearing talking points (.3); correspond with Alexandra Thomas regarding same (.1).	0.40
05/19/23	PEH	Review outline of court talking points for Monday's hearing and correspond with V&E team regarding same.	0.30
05/19/23	DSME	Review and revise hearing talking points (.5); Follow-ups with V&E team regarding hearing (.1).	0.60
05/19/23	ZAPA	Review and revise May 22 talking points (.4); review comments to same (.4); correspond with V&E team regarding same (.4).	1.20
05/19/23	AMTH	Review and revise talking points for hearing.	1.90
05/19/23	KIVA	Review and revise hearing talking points (.3); correspond with Alexandra Thomas regarding same (.2).	0.50
05/21/23	ZAPA	Review comments to May 22 hearing talking points (.3); review further revised drafts of same (.3); correspond with V&E team regarding same (.2).	0.80
05/21/23	AMTH	Review and revise talking points for May 22 hearing (.7); correspond with Zack Paiva regarding same (.2).	0.90
05/22/23	PEH	Meet with FTI in advance of court hearing regarding hearing strategy (1.0); participate in hearing (1.8).	2.80
05/22/23	DSME	Prepare for and participate in hearing.	3.20
05/22/23	LRKA	Attend portion of exclusivity hearing (1.0); review hearing talking points (.2).	1.20
05/22/23	ZAPA	Review comments to talking points (.3); review and revise notes and research in connection with same (1.1).	1.40

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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/22/23	KIVA	Review revisions to hearing talking points (.2); attend conference with V&E and FTI teams regarding hearing (1.0); attend same (1.8); draft summary regarding same (.7); correspond with FTI regarding summary (.2).	3.90
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Total			\$30,807.50
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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	3.10	1810.00	5,611.00
LRKA	Lauren R. Kanzer	1.20	1590.00	1,908.00
DSME	David S. Meyer	4.50	1810.00	8,145.00
ZAPA	Zachary A. Paiva	4.90	1085.00	5,316.50
AMTH	Alexandra M. Thomas	5.90	730.00	4,307.00
KIVA	Kiran Vakamudi	4.80	1150.00	5,520.00
Total		24.40		30,807.50

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Other Pleadings/Motions**

Date	Initials	Description	Hours
05/01/23	PEH	Review summaries of objections to exclusivity extension (.2); review related materials (.1).	0.30
05/01/23	ZAPA	Review exclusivity motion and related objections (1.2); review and revise overview in connection with same (.4); correspond with V&E team regarding same (.4).	2.00
05/01/23	AMTH	Review objections to debtors' exclusivity and summarize same.	0.90
05/01/23	KIVA	Review objections and statements regarding Debtors' requested exclusivity extension (.4); revise summary of same from Alexandra Thomas (.1); review correspondence regarding same (.1).	0.60
05/20/23	PEH	Review reply to exclusivity objections.	0.10
Total			\$4,241.00

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.40	1810.00	724.00
ZAPA	Zachary A. Paiva	2.00	1085.00	2,170.00
AMTH	Alexandra M. Thomas	0.90	730.00	657.00
KIVA	Kiran Vakamudi	0.60	1150.00	690.00
Total		3.90		4,241.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Meetings and Communications with Equity Committee**

Date	Initials	Description	Hours
05/02/23	DSME	Correspond with equity committee member regarding status and strategy.	0.20
05/03/23	LRKA	Review draft committee update (.1); correspond with V&E team regarding same (.2).	0.30
05/03/23	ZAPA	Review draft OEC update and related materials (.6); correspond with V&E team regarding same (.3).	0.90
05/03/23	AMTH	Draft email to Committee and incorporate Kiran Vakamudi's changes to same.	0.80
05/03/23	KIVA	Draft and revise correspondence to members regarding matter status (.5); correspond and confer with Alexandra Thomas regarding same (.2); correspond with V&E and FTI teams regarding same (.1).	0.80
05/04/23	AMTH	Draft email to send to Committee (.2); incorporate comments to same (.2).	0.40
05/05/23	KIVA	Correspond with Committee members regarding pending matters.	0.20
05/07/23	ZAPA	Correspond with V&E team regarding communications and meetings with OEC.	0.30
05/08/23	ZAPA	Correspond with V&E team regarding OEC communications and meetings.	0.20
05/09/23	KIVA	Correspond and coordinate meetings with equity committee members and advisors.	0.20
05/10/23	PEH	Call with individual committee members, FTI, and V&E teams on case view and issues.	1.00
05/10/23	KIVA	Attend meetings with individual committee members, FTI, and V&E teams (1.0); prepare for same (.3); correspond with V&E and FTI teams regarding timing of update call for equity committee (.2).	1.50
05/11/23	SAZO	Review and revise Committee bylaws regarding chairperson.	1.40
05/12/23	HAP	Conference call with committee member, FTI, and V&E teams.	0.50
05/12/23	DSME	Telephone conference with committee member, V&E, and FTI teams regarding plan strategy.	0.60

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Official Committee of Equity Security Ho July 18, 2023

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Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/12/23	KIVA	Attend conference with committee member, V&E and FTI teams regarding background and strategy (.6); prepare for same (.1).	0.70
05/14/23	SAZO	Correspond with Kiran Vakamudi regarding changes to bylaws (.1); review and revise Committee bylaws (.5).	0.60
05/14/23	KIVA	Review and revise Committee bylaws regarding chairperson revisions (.7); correspond with Sara Zoglman regarding same (.1).	0.80
05/15/23	MST	Conference with Paul Heath and Kiran Vakamudi regarding confidentiality considerations (.4); consider same (.1).	0.50
05/15/23	PEH	Participate in call with equity committee on business plan status and next steps (.6); participate in call with FTI regarding same (.2); prepare for and participate in call with Mike Telle and Kiran Vakamudi on confidentiality (.4).	1.20
05/15/23	DSME	Prepare for committee call regarding business plan (.4); conference with V&E FTI teams in preparation for same (.2); conference with Committee regarding business plan updates and next steps (.6).	1.20
05/15/23	LRKA	Conference with V&E team and FTI regarding equity committee meeting and related disclosure matters (.2); correspond with V&E team regarding same (.2); conference with FTI, V&E team, and Committee regarding business plan and next steps (.6).	1.00
05/15/23	KIVA	Prepare for and attend conference with V&E and FTI teams regarding meeting with committee members (.3); attend meeting with committee members regarding matter updates and next steps (.6); attend conference with Paul Heath and Mike Telle regarding confidentiality provisions (.5); correspond with Lauren Kanzer regarding same (.2).	1.60
05/18/23	KIVA	Correspond with committee member regarding scheduling of meeting (.1); correspond with FTI and V&E teams regarding same (.1).	0.20
05/19/23	PEH	Participate in call with committee member.	0.50
05/25/23	PEH	Telephone conference with committee members and advisors (.6); correspond with FTI regarding same (.2).	0.80
05/25/23	DSME	Participate in Committee call regarding updates and next steps (.6); prepare for Committee call (.3).	0.90

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/25/23	LRKA	Prepare for and attend conference call with committee, V&E team, and FTI regarding matter updates and next steps.	0.70
05/25/23	KIVA	Attend conference call with Equity Committee and advisors regarding case updates and next steps (.6); review materials regarding same (.1).	0.70
05/26/23	PEH	Confer with Kiran Vakamudi on correspondence with committee regarding member resignation.	0.10
05/26/23	SAZO	Correspond with Kiran Vakamudi regarding resignation of Committee member.	0.20
05/26/23	KIVA	Confer and correspond with V&E team regarding communications regarding resignation of equity committee member.	0.40
05/28/23	SAZO	Research regarding Committee member's resignation and next steps (1.7); draft summary analysis re same (.8); review and revise same (.2); correspondence with Kiran Vakamudi regarding analysis and next steps in connection with Committee member's resignation (.2); review and revise same (.8); correspondence with V&E team regarding same (.1).	3.80
05/29/23	ZAPA	Review analysis regarding composition of OEC and next steps following resignation of Committee member.	0.50
05/29/23	KIVA	Review and revise summary of research regarding committee member resignation (.3); correspond with Sara Zoglman regarding same (.1).	0.40
05/30/23	LRKA	Review analysis regarding committee member resignation (.2); correspond with V&E team regarding same (.1).	0.30
05/30/23	SAZO	Correspond with Kiran Vakamudi regarding communication with Committee members regarding member resignation and composition of Committee (.1); draft email correspondence regarding same (.2).	0.30
05/30/23	KIVA	Review and revise correspondence to members regarding Committee member resignation and composition going forward (.2); correspond with Sara Zoglman regarding same (.1).	0.30
05/31/23	LRKA	Prepare for and conference call with Committee, V&E team, and FTI regarding open issues and next steps.	0.70
05/31/23	ZAPA	Correspond with V&E team and OEC regarding member resignation.	0.30

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Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/31/23	SAZO	Correspond with V&E team regarding Committee member resignation, next steps and communications with team members (.3); correspond with Committee members regarding same (.3).	0.60
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Total			\$37,126.00
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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	3.60	1810.00	6,516.00
LRKA	Lauren R. Kanzer	3.00	1590.00	4,770.00
DSME	David S. Meyer	2.90	1810.00	5,249.00
ZAPA	Zachary A. Paiva	2.20	1085.00	2,387.00
HAP	Harry A. Perrin	0.50	1810.00	905.00
MST	Michael S. Telle	0.50	1865.00	932.50
AMTH	Alexandra M. Thomas	1.20	730.00	876.00
KIVA	Kiran Vakamudi	7.80	1150.00	8,970.00
SAZO	Sara Zoglman	6.90	945.00	6,520.50
Total		28.60		37,126.00

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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Meetings and Communications with Stakeholders**

Date	Initials	Description	Hours
05/03/23	PEH	Call with FTI and company advisors on status (.5); prepare for same (.1); confer with Kiran Vakamudi on points raised in call (.1).	0.70
05/03/23	LRKA	Conference call with FTI, V&E team, and debtors' advisors regarding matter status and open issues.	0.50
05/03/23	ZAPA	Correspond with V&E team regarding standing meetings with Debtor advisors (.2); review summary and related materials in connection with same (.7).	0.90
05/03/23	AMTH	Attend conference call with V&E, FTI, and Debtors' advisors regarding case updates (.5); draft email summarizing same (.8); correspond with V&E team regarding strategy and next steps considering updates from the Debtors' advisors (.4).	1.70
05/03/23	KIVA	Attend portion of conference with committee's advisors and Debtors' advisors regarding matter status (.3); revise summary of same (.2).	0.50
05/10/23	ZAPA	Correspond with V&E team regarding meetings with management team.	0.20
05/11/23	PEH	Participate in call with company management and FTI on proposed business plan (1.7); correspond with V&E team regarding same (.1).	1.80
05/11/23	DSME	Attend management presentation of business plan (1.7); follow-up correspondence with V&E teams regarding same (.3).	2.00
05/11/23	LRKA	Attend management presentation of business plan.	1.70
05/11/23	ZAPA	Prepare for and attend telephone conference with Committee advisors and Debtor advisors regarding business plan (2.0); review and revise notes in connection with same (.4); correspond with V&E team regarding same (.2).	2.60
05/11/23	KIVA	Review materials regarding business plan (.6); attend conference with Committee and Debtors' advisors regarding same (1.0); confer with V&E team regarding same (.2); correspond with FTI team regarding same and next steps (.1); review and revise summary of meeting with Committee advisors and Debtor advisors regarding business plan (.4); correspond and confer with V&E team regarding same (.1).	2.40

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 Billing Attorney David S. Meyer

Re: Project E

05/17/23	PEH	Participate in call with company advisors.	0.50
05/17/23	DSME	Telephone conference with advisors regarding matter issues.	0.50
05/17/23	LRKA	Conference call with PJT, Weil, V&E team, and FTI regarding case updates.	0.50
05/17/23	ZAPA	Prepare for and attend telephone conference with OEC advisors and Debtor advisors regarding case status (.6); review and revise notes in connection with same (.3); correspond with V&E team regarding same (.2).	1.10
05/17/23	KIVA	Attend conference with professionals from Debtors and Equity Committee regarding matter status.	0.50
05/22/23	ZAPA	Correspond with Debtor advisors and OEC advisors regarding business plan.	0.30
05/24/23	ZAPA	Telephone conference with Debtor advisors and OEC advisors regarding case status (.5); follow up telephone conference with V&E team regarding same (.2); review and revise notes in connection with same (.4); correspond with V&E team regarding same (.2).	1.30
05/30/23	DSME	Telephone conference with counsel to stakeholder regarding case status.	0.20
05/31/23	DSME	Telephone conference with Debtors' advisors and Committee advisors regarding case updates (.3); follow-up conference with Lauren Kanzer regarding same (.2).	0.50
05/31/23	LRKA	Prepare for and conference call with Weil and V&E team regarding matter issue (.8); follow-up with David Meyer regarding same (.2).	1.00
05/31/23	ZAPA	Telephone conference with Debtor advisors and OEC advisors regarding case status (.5); follow up correspondence with V&E team regarding same (.3); review and revise notes in connection with same (.3).	1.10
05/31/23	SAZO	Attend conference call with V&E team, FTI, Weil and PJT regarding matter status.	0.50
05/31/23	KIVA	Attend conference with advisors to Debtors and Equity Committee regarding matter status and next steps (.5); review and revise summary notes of same (.2); correspond with V&E team regarding same (.1); correspond and confer with Weil team regarding diligence matters (.2).	1.00

Total	\$32,016.00
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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	3.00	1810.00	5,430.00
LRKA	Lauren R. Kanzer	3.70	1590.00	5,883.00
DSME	David S. Meyer	3.20	1810.00	5,792.00
ZAPA	Zachary A. Paiva	7.50	1085.00	8,137.50
AMTH	Alexandra M. Thomas	1.70	730.00	1,241.00
KIVA	Kiran Vakamudi	4.40	1150.00	5,060.00
SAZO	Sara Zoglman	0.50	945.00	472.50
Total		24.00		32,016.00

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Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Plan Negotiations- Plan and Disclosure Statement**

Date	Initials	Description	Hours
05/10/23	PEH	Call with David D'Alessandro on background and potential plan treatment.	0.30
05/25/23	DCDA	Telephone conference with V&E team regarding potential plan issues (.4); analysis regarding same (.3); review related documents (.1).	0.80
05/25/23	PEH	Prepare for and participate in telephone conference with V&E team regarding potential plan issues.	0.60
05/25/23	LRKA	Prepare for and conference call with V&E team regarding plan diligence and next steps.	0.80
Total			\$4,437.00

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
DCDA	David C. D'Alessandro	0.80	1920.00	1,536.00
PEH	Paul E. Heath	0.90	1810.00	1,629.00
LRKA	Lauren R. Kanzer	0.80	1590.00	1,272.00
Total		2.50		4,437.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Plan Negotiations- Research**

Date	Initials	Description	Hours
05/01/23	PEH	Review draft memo on matter issues (1.9); call with V&E team regarding comments on same (.6).	2.50
05/01/23	JKLO	Review preliminary debt summaries and conference with V&E team.	2.00
05/01/23	ZAPA	Review comments to matter issues research (.6); correspond with V&E team regarding same (.3); telephone conference with V&E team regarding same (1); follow up correspondence with V&E team regarding same (.3).	2.20
05/01/23	AMTH	Confer with V&E team regarding matter issues (.6); review and revise same (.3).	0.90
05/01/23	KIVA	Review and revise summary of debt documents (.9); review materials regarding same (.2); correspond with Sara Zoglman regarding same (.2).	1.30
05/02/23	JKLO	Review debt summaries.	1.00
05/02/23	ZAPA	Correspond with V&E team regarding matter issues research (.4); research regarding same (.7).	1.10
05/02/23	AMTH	Review and revise research regarding matter issues.	1.90
05/02/23	SAZO	Review comments to debt documents (.2); review debt documents in connection with same (.4); correspond with Kiran Vakamudi regarding same (.2); conduct follow-up research regarding same (2.2); analyze same (.8); revise draft analysis based on research (1.1); incorporate comments to analysis (.7); review and revise same (.5); conduct follow-up research regarding same (.6); revise draft regarding same (.4).	7.10
05/02/23	JDKM	Review non-miner financing and facility mortgage documents (1.0); revise debt summaries (1.2).	2.20
05/02/23	KIVA	Review and revise summary of research regarding debt documents (.7); correspond and confer with Sara Zoglman regarding same (.2).	0.90
05/03/23	ZAPA	Review and revise research regarding matter issues (1.4); correspond with V&E team regarding same (.3); review further revised draft of same (.4).	2.10

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Official Committee of Equity Security Holders July 18, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/03/23	AMTH	Conduct research regarding matter issues (2); review and revise same (2.2); correspond with V&E team regarding same (.3).	4.50
05/03/23	JDKM	Update debt summaries (.4); correspond with V&E team regarding same (.2).	0.60
05/03/23	KIVA	Review summary of matter issues (.3); correspond with V&E team regarding same (.1); review debt summary in connection with same (.2); correspond with V&E team regarding same (.1).	0.70
05/04/23	PEH	Review analysis regarding debt documents (1.8); review summary of securities litigation (.2).	2.00
05/04/23	ZAPA	Correspond with V&E team regarding debt document analysis (.4); review materials in connection with same (.2).	0.60
05/04/23	JDKM	Review analysis of debt documents (.7); correspond with V&E team regarding same (.1).	0.80
05/05/23	JKLO	Review summaries of debt documents (1.8); correspond with V&E team regarding same (.2).	2.00
05/05/23	JDKM	Correspond with V&E team regarding matter issues.	0.20
05/06/23	PEH	Further review of analysis on debt document issues including certain case law (2.3); further review of analysis on potential matter issues (.4).	2.70
05/06/23	ZAPA	Review correspondence regarding debt document analysis.	0.30
05/08/23	PEH	Call with Mike Telle on background and issues related to capital structure and related plan issues.	0.30
05/09/23	PEH	Correspond with V&E team regarding debt document analysis.	0.20
05/09/23	SAZO	Correspond with V&E team regarding debt document analysis.	0.10
05/10/23	MST	Review background documents (1.8); telephone conference with Paul Heath regarding restructuring issues (.7).	2.50
05/10/23	PEH	Call with Mike Telle on background documents and related issues.	0.70
05/10/23	ZAPA	Conduct research regarding capital raise.	0.60

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Billing Attorney David S. Meyer

Re: Project E

05/10/23	SAZO	Confer with V&E team regarding equity transaction history analysis.	0.30
05/10/23	KIVA	Review and revise research regarding equity history (.5); confer with Sara Zoglman regarding same and next steps (.1).	0.60
05/11/23	AMTH	Confer with Sara Zoglman regarding treatment of equity interests in precedent chapter 11 cases (.3); research regarding same (.6).	0.90
05/11/23	SAZO	Review comments on equity transaction history summary (.2); conduct research to address same (1.0); analyze same (.2).	1.40
05/12/23	LRKA	Review and revise debt document analysis (1.7); correspond with Sara Zoglman regarding same (.1).	1.80
05/12/23	ZAPA	Review comments to debt document analysis (.4); correspond with V&E team regarding same (.3).	0.70
05/12/23	SAZO	Confer with V&E team regarding equity issues (.2); research regarding same (1.9); analyze research (.7); revise equity transaction history summary to reflect same (.8); review and revise same (.6).	4.20
05/13/23	PEH	Review debt document analysis (.3); correspond with V&E team regarding same (.1).	0.40
05/14/23	SAZO	Conduct research regarding precedent case equity recovery (.5); revise equity transaction history summary to reflect same (.3).	0.80
05/15/23	SAZO	Confer with V&E team regarding debt document analysis (.6); review comments to analysis and prepare for discussion on same (.9).	1.50
05/15/23	KIVA	Confer with Sara Zoglman regarding debt document research.	0.50
05/16/23	PEH	Participate in call with V&E team regarding debt document issues.	0.80
05/16/23	DSME	Review summary research regarding matter issues (.3); review analysis regarding debt documents (.5); correspond with V&E team regarding same (.6); telephone conference with V&E team regarding claims analysis and strategy (1.0).	2.40
05/16/23	LRKA	Conference call with V&E team regarding debt document analysis.	1.00

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

05/16/23	ZAPA	Correspond with V&E team regarding matter issue research.	0.30
05/16/23	AMTH	Research regarding precedent matter issues and related objections.	1.30
05/16/23	SAZO	Review debt document analysis to prepare for call with V&E team (.9); conference with V&E regarding same (1.0); follow-up research and analysis regarding same (.8); confer and correspond with V&E team regarding same (.8).	3.50
05/17/23	JKLO	Review debt documents (1.6); correspond with V&E team regarding same (.4).	2.00
05/17/23	DSME	Review debt document analysis (.3); correspond with Sara Zoglman regarding the same (.4).	0.70
05/17/23	ZAPA	Correspond with V&E team regarding debt document analysis (.3); review further comments to same (.3).	0.60
05/17/23	AMTH	Research precedent regarding matter issues (1.4); review and revise analysis of same (1.2).	2.60
05/17/23	SAZO	Research and analysis throughout day regarding debt documents (2.2); confer with Kiran Vakamudi regarding same (.8); confer and correspond throughout day with V&E team regarding same (1.1).	4.10
05/17/23	JDKM	Correspond with V&E team regarding debt documents (.3); review same for restructuring issues (.4).	0.70
05/17/23	KIVA	Confer with Sara Zoglman regarding debt document analysis (.5); review comments from David Meyer regarding same (.2); review correspondence regarding same (.2); correspond with Sara Zoglman regarding same (.2); review materials regarding same (.3).	1.40
05/18/23	ZAPA	Correspond with V&E team regarding debt document analysis.	0.40
05/18/23	SAZO	Confer with Kiran Vakamudi regarding debt document analysis (.1); research and analysis throughout day regarding same (2.8); revise summary analysis regarding same (1.4); correspond with V&E team regarding same (.3).	4.60
05/18/23	KIVA	Correspond with Sara Zoglman and Mike Telle regarding debt document filings (.2); correspond with Sara Zoglman regarding debt document analysis (.1).	0.30
05/19/23	JKLO	Confer and correspond with V&E team regarding convertible notes.	1.00

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

05/19/23	DSME	Correspond with Sara Zoglman regarding debt document analysis.	0.10
05/19/23	SAZO	Research case law regarding debt document analysis (1.0); review and analyze research regarding same (2.8); revise debt document analysis (1.7).	5.50
05/19/23	KIVA	Draft correspondence to V&E team regarding debt document analysis and related issues (.2); review materials regarding same (.2).	0.40
05/20/23	JDKM	Correspond with V&E team regarding debt documents.	0.20
05/21/23	JKLO	Review debt documents (.7); correspond with V&E team regarding premium (.3).	1.00
05/21/23	SAZO	Research and analysis related to debt document analysis.	2.10
05/22/23	JKLO	Review debt documents.	1.00
05/22/23	LRKA	Correspond with V&E team regarding debt document research.	0.20
05/22/23	ZAPA	Correspond with V&E team regarding debt document analysis.	0.40
05/22/23	SAZO	Correspond with V&E team regarding debt documents (.5); conduct research regarding same (3.1); analyze research (1.9); outline revisions to analysis of same (1.0); revise draft analysis (1.6).	8.10
05/23/23	JKLO	Confer with V&E team regarding debt documents.	1.50
05/23/23	LRKA	Conference with V&E finance and restructuring teams regarding debt documents and related issues (.5); correspond with Kiran Vakamudi regarding same (.2).	0.70
05/23/23	ZAPA	Correspond with V&E team regarding analysis of matter issues.	0.40
05/23/23	AMTH	Review and revise matter issue analysis (1.7); research precedent cases (1.4); correspond with Zack Paiva regarding same (.1).	3.20
05/23/23	SAZO	Confer with V&E finance regarding debt document analysis (.5); prepare for same (.3); research regarding debt document (2.0); analysis regarding same (1.0); confer with V&E team regarding same (.7); revise analysis regarding same (.5).	5.00
05/23/23	JDKM	Correspond with V&E team regarding finance matters.	1.10

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Re: Project E

05/23/23	KIVA	Conference with V&E restructuring and finance teams regarding debt document review.	0.50
05/24/23	ZAPA	Review and revise matter issues (1.1); correspond with V&E team regarding same (.3).	1.40
05/24/23	AMTH	Review and revise research regarding matter issues to incorporate precedent cases.	5.60
05/24/23	SAZO	Revise debt document analysis (1.9); review comments to same (.5); conduct follow-up research to address comments (1); review and revise analysis to incorporate comments (1.1).	4.50
05/24/23	KIVA	Review and revise summary of debt documents (1.7); review materials regarding same (1.4); correspond with Sara Zoglman regarding same (.1).	3.20
05/25/23	DSME	Review debt document analysis (.6); correspond with Sara Zoglman regarding same (.1); follow-ups regarding same (.1).	0.80
05/25/23	ZAPA	Review and revise analysis of matter issues (.8); correspond with V&E team regarding same (.3); review revise debt document analysis (.9); review materials in connection with same (.5); correspond with V&E team regarding same (.2).	2.70
05/25/23	AMTH	Review and revise analysis of matter issues (1.3); circulate same to V&E team (.2).	1.50
05/25/23	SAZO	Incorporate comments into debt document analysis (.8); review and revise same (.8); follow up research and correspondence with V&E team regarding same (.4).	2.00
05/28/23	PEH	Review revised convertible notes memo and outline comments to/issues on same.	1.00
05/29/23	LRKA	Review debt document analysis.	0.80
05/30/23	DSME	Review debt document analysis (.9); correspond with Sara Zoglman regarding same (.3).	1.20
05/30/23	LRKA	Review and revise debt document analysis (1.6); correspond with V&E team regarding same (.2); review comments to same (.3).	2.10
05/30/23	ZAPA	Review further comments to debt document analysis (.4); correspond with V&E team regarding same (.2).	0.60
05/30/23	SAZO	Review comments to debt document analysis.	0.20

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 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

05/31/23	DSME	Telephone conference with V&E and Weil teams regarding debt document analysis.	0.30
05/31/23	ZAPA	Review comments to debt document analysis (.4); review further materials in connection with same (.3); review materials in connection with same (.5); correspond with V&E team regarding same (.3).	1.50
05/31/23	SAZO	Prepare for and attend conference with Weil and V&E teams regarding debt document issues (.4); review comments received from Lauren Kanzer to debt document analysis (.2); confer and correspond with Kiran Vakamudi regarding same (.5).	1.10
05/31/23	KIVA	Review comments to debt document analysis from David Meyer and Lauren Kanzer (.3); confer with Sara Zoglman regarding same (.5); attend conference with V&E and Weil teams regarding debt analysis (.4); prepare for same (.2).	1.40
Total			\$165,258.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	10.60	1810.00	19,186.00
LRKA	Lauren R. Kanzer	6.60	1590.00	10,494.00
JDKM	Joseph D. Kmak	5.80	875.00	5,075.00
JKLO	James K. Longhofer	11.50	1425.00	16,387.50
DSME	David S. Meyer	5.50	1810.00	9,955.00
ZAPA	Zachary A. Paiva	15.90	1085.00	17,251.50
MST	Michael S. Telle	2.50	1865.00	4,662.50
AMTH	Alexandra M. Thomas	22.40	730.00	16,352.00
KIVA	Kiran Vakamudi	11.20	1150.00	12,880.00
SAZO	Sara Zoglman	56.10	945.00	53,014.50
Total		148.10		165,258.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Tax Issues**

Date	Initials	Description	Hours
05/08/23	LRKA	Correspond and conferences with V&E team regarding tax matters.	0.40
05/19/23	PEH	Call with internal tax team on background and potential issues.	0.80
05/19/23	WTS	Conference call with V&E working group regarding restructuring (.9); review materials regarding same (.4).	1.30
05/19/23	LRKA	Conference call with V&E tax team (.9); correspond with V&E tax team regarding same (.3).	1.20
05/19/23	KIVA	Attend conference with V&E restructuring and tax teams regarding matter status and background (.9); prepare for same (.1).	1.00
05/23/23	WTS	Review documents regarding restructuring (1.1); analyze tax issues regarding same (.7).	1.80
05/25/23	DSPE	Telephone conference with working group regarding restructuring of Core Scientific (.5); correspond with V&E team regarding tax considerations related thereto (.3).	0.80
05/25/23	WTS	Conference call with V&E team regarding tax issues.	0.50
Total			\$13,590.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.80	1810.00	1,448.00
LRKA	Lauren R. Kanzer	1.60	1590.00	2,544.00
DSPE	David S. Peck	0.80	1920.00	1,536.00
WTS	Wendy T. Salinas	3.60	1920.00	6,912.00
KIVA	Kiran Vakamudi	1.00	1150.00	1,150.00
Total		7.80		13,590.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Valuation-Claims Administration and Objections**

Date	Initials	Description	Hours
05/01/23	ZAPA	Review correspondence and materials regarding Celsius claim dispute (.6); correspond with V&E team and Weil teams regarding same (.1).	0.70
05/02/23	JJL	Review pleadings and related materials regarding Celsius proof of claim litigation.	1.30
05/02/23	ZAPA	Review correspondence and materials regarding Celsius claim dispute.	0.20
05/03/23	JJL	Review Celsius litigation filings.	0.60
05/04/23	ZAPA	Review documents regarding claim objections and correspond with V&E team regarding same (.2); review and analyze arguments in support of debtor's objection to Celsius admin claim (.3); review and analyze arguments in support of debtor's GEM mining proof of claim (.2); correspond with V&E team regarding same (.2).	0.90
05/04/23	AMTH	Draft correspondence updating V&E team on proposed claim settlement procedures in Core's chapter 11 cases.	0.20
05/06/23	ZAPA	Review Debtors' GEM mining claim objection.	0.70
05/08/23	JJL	Review additional pleadings and motions in both bankruptcy proceedings in connection with Celsius proof of claims and objections to same.	1.10
05/08/23	ZAPA	Review objections and other pleadings in connection with Celsius pleadings.	0.40
05/09/23	JJL	Continue review of motions, objections and supporting documentation and agreements in connection with Celsius claims.	0.90
05/10/23	PEH	Review of summary of claim objection.	0.20
05/17/23	ZAPA	Review business plan diligence follow up questions and related correspondence.	0.40
05/18/23	MWMO	Review summary of claims disputes between Celsius and Core Scientific.	0.40
05/19/23	MWMO	Confer with Paul Heath regarding Celsius claims (.3); begin analysis of Celsius claims and defenses to same (.7).	1.00

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Billing Attorney	David S. Meyer

Re: Project E

05/22/23	MWMO	Analyze claims between Celsius and Core Scientific and begin review of relevant pleadings and documents.	2.80
05/23/23	MWMO	Review and analyze contractual documents between Core Scientific and Celsius to understand value of litigation claims.	0.80
05/29/23	MWMO	Work on analysis of claims between Core Scientific and Celsius for purposes of valuing litigation claims.	0.20
Total			\$20,130.50

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 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.20	1810.00	362.00
JJL	James J. Lee	3.90	1700.00	6,630.00
MWMO	Matthew W. Moran	5.20	1810.00	9,412.00
ZAPA	Zachary A. Paiva	3.30	1085.00	3,580.50
AMTH	Alexandra M. Thomas	0.20	730.00	146.00
Total		12.80		20,130.50

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Valuation-Experts**

Date	Initials	Description	Hours
05/04/23	MWMO	Draft analysis of valuation considerations.	1.00
05/24/23	PEH	Correspond with V&E team regarding expert issues (.2); conferences with V&E and FTI teams regarding same (1.5).	1.70
05/24/23	JJL	Review internal emails regarding expert issues (.3); confer with Paul Heath regarding same (.2); telephone conference with FTI regarding issues related to valuation expert (.5).	1.00
05/24/23	MWMO	Confer with V&E team regarding expert witness matters related to business plan and valuation.	0.20
05/24/23	LRKA	Confer with V&E and FTI teams regarding experts.	0.40
Total			\$7,585.00

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	1.70	1810.00	3,077.00
LRKA	Lauren R. Kanzer	0.40	1590.00	636.00
JJL	James J. Lee	1.00	1700.00	1,700.00
MWMO	Matthew W. Moran	1.20	1810.00	2,172.00
Total		4.30		7,585.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Valuation-Reporting**

Date	Initials	Description	Hours
05/03/23	ZAPA	Review DIP variance reporting.	0.20
05/03/23	KIVA	Review budget and variance report.	0.20
05/10/23	PEH	Review variance report.	0.10
05/10/23	ZAPA	Review DIP variance reports.	0.20
05/10/23	KIVA	Review weekly DIP budget and variance report.	0.20
05/12/23	ZAPA	Review draft 10-Q.	0.60
05/17/23	ZAPA	Review variance report.	0.30
05/31/23	ZAPA	Review DIP reporting.	0.20
05/31/23	KIVA	Review DIP budget and variance reporting from Debtors.	0.20
Total			\$2,498.50

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Client/Matter Number OFF300 58000
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Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.10	1810.00	181.00
ZAPA	Zachary A. Paiva	1.50	1085.00	1,627.50
KIVA	Kiran Vakamudi	0.60	1150.00	690.00
Total		2.20		2,498.50

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through May 31, 2023:**Re: Valuation-Research**

Date	Initials	Description	Hours
05/01/23	MWMO	Review background information regarding valuation issues.	1.00
05/08/23	PEH	Call with Matt Moran on status and valuation issues.	0.20
05/08/23	MWMO	Review analysis of valuation considerations (.1); conference with Paul Heath regarding same (.2).	0.30
05/09/23	MWMO	Review materials regarding valuation considerations.	0.20
05/11/23	PEH	Review proposed business plan and outline questions on same.	1.00
05/11/23	MWMO	Review valuation considerations.	0.30
05/11/23	LRKA	Correspond with V&E team regarding business plan meeting (.2); review business plan (.3).	0.50
05/15/23	MWMO	Review background information in preparation for further valuation analysis.	1.00
05/17/23	MWMO	Review background information relevant to valuation issues (.5); review business plan (.7); correspond with Kiran Vakamudi regarding same (.3).	1.50
05/18/23	JJL	Preliminary review of Debtors' business plan.	0.80
05/18/23	MWMO	Review press and related news articles and analyze potential effects of various issues on valuation (.3); analyze business plan with respect to valuation issues (1.0).	1.30
05/19/23	PEH	Call with Matt Moran on valuation and related issues.	0.30
05/19/23	MWMO	Review and analyze business plan with respect to valuation issues.	0.60
05/19/23	DSME	Correspond with Paul Heath regarding business plan (.2); telephone conference with Lauren Kanzer regarding business plan (.3).	0.50
05/22/23	MWMO	Review background information for purposes of analyzing valuation issues.	1.10
05/23/23	MWMO	Correspond with V&E team regarding business plans and valuation.	0.20
05/25/23	JJL	Review articles on valuation regarding matter issues.	0.90

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Billing Attorney David S. Meyer

Re: Project E

05/27/23	MWMO	Review various pleadings with respect to litigation and valuation matters.	2.60
05/31/23	DSME	Telephone conferences with V&E team regarding business plan (.3); analyze next steps regarding same (.2).	0.50

Total			\$26,491.00
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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	1.50	1810.00	2,715.00
LRKA	Lauren R. Kanzer	0.50	1590.00	795.00
JJL	James J. Lee	1.70	1700.00	2,890.00
DSME	David S. Meyer	1.00	1810.00	1,810.00
MWMO	Matthew W. Moran	10.10	1810.00	18,281.00
Total		14.80		26,491.00

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Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Summary of Services

Initials	Name	Hours	Eff. Rate	Amount
DCDA	David C. D'Alessandro	0.80	1920.00	1,536.00
PEH	Paul E. Heath	31.00	1810.00	56,110.00
LRKA	Lauren R. Kanzer	26.60	1590.00	42,294.00
JDKM	Joseph D. Kmak	5.80	875.00	5,075.00
JJL	James J. Lee	8.40	1700.00	14,280.00
JKLO	James K. Longhofer	11.50	1425.00	16,387.50
DSME	David S. Meyer	24.90	1810.00	45,069.00
MWMO	Matthew W. Moran	16.80	1810.00	30,408.00
EENE	Elizabeth E. Neuman	5.20	420.00	2,184.00
ZAPA	Zachary A. Paiva	45.20	1085.00	49,042.00
DSPE	David S. Peck	0.80	1920.00	1,536.00
HAP	Harry A. Perrin	0.50	1810.00	905.00
WTS	Wendy T. Salinas	3.60	1920.00	6,912.00
MST	Michael S. Telle	10.30	1865.00	19,209.50
AMTH	Alexandra M. Thomas	41.10	730.00	30,003.00
KIVA	Kiran Vakamudi	38.10	1150.00	43,815.00
SAZO	Sara Zoglman	66.80	945.00	63,126.00
Total		337.40		\$427,892.00

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Vinson&Elkins

Invoice

August 28, 2023

Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:

Re: Case Administration- General

Date	Initials	Description	Hours
06/01/23	DSME	Correspond with V&E team regarding next steps (.2); follow-ups with FTI regarding same (.1); correspond with Lauren Kanzer regarding transaction update (.3).	0.60
06/01/23	LRKA	Telephone conference with V&E team regarding works in progress (.4); correspond with same regarding same (.8).	1.20
06/01/23	EENE	Obtain updated docket report for attorneys (.1); review new documents in data room, correspond with attorneys regarding findings and instructions, and organize select documents into office files (.7); communicate with attorneys regarding document index number duplication issue and handling (.2).	1.00
06/01/23	ZAPA	Prepare for telephone conference with V&E team regarding works in progress (.1); attend same (.4).	0.50
06/01/23	AMTH	Telephone conference with V&E team regarding works in progress.	0.40
06/01/23	SAZO	Attend telephone conference with V&E team regarding works in progress.	0.40
06/01/23	KIVA	Attend telephone conference with V&E team regarding works in progress (.4); correspond with same regarding same (.1).	0.50
06/02/23	DSME	Analyze works in progress (.1); review US Trustee update and correspondence (.2).	0.30
06/02/23	EENE	Obtain updated docket report and complete calendaring.	0.20
06/03/23	PEH	Review summaries of calls with company advisors, FTI and Committee on case status and related issues (.6); correspond with company advisors regarding scheduling (.2).	0.80
06/03/23	DSME	Correspond with V&E team regarding next steps and work plan.	0.20

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

06/05/23	PEH	Confer with Matt Moran regarding status (.3); correspond with V&E team regarding status and matter issues (.2).	0.50
06/05/23	DSME	Consider next steps (.1); review works in progress checklist (.5); correspond with V&E team regarding status (.2).	0.80
06/05/23	EENE	Obtain updated docket report and complete calendaring.	0.20
06/06/23	EENE	Obtain updated docket report and complete calendaring.	0.10
06/07/23	DSME	Correspond with Kiran Vakamudi regarding case status.	0.10
06/07/23	EENE	Obtain updated docket report and complete calendaring.	0.20
06/07/23	ZAPA	Correspond with V&E team regarding works in progress.	0.40
06/08/23	PEH	Telephone conference with V&E team regarding works in progress.	0.50
06/08/23	DSME	Telephone conference with V&E team regarding works in progress.	0.50
06/08/23	EENE	Obtain updated docket report for attorneys.	0.10
06/08/23	AMTH	Partial attendance on telephone conference with V&E team regarding works in progress.	0.40
06/08/23	SAZO	Telephone conference with V&E team regarding works in progress.	0.50
06/08/23	KIVA	Review and revise works in progress checklist (.4); attend call with V&E team regarding same (.5).	0.90
06/09/23	EENE	Obtain updated docket report for attorneys.	0.10
06/12/23	LRKA	Correspond with Weil regarding status conference.	0.10
06/12/23	ZAPA	Review correspondence and materials regarding case status.	0.40
06/13/23	DSME	Correspond with Kiran Vakamudi regarding staffing and works in progress.	0.40
06/15/23	PEH	Attend portion of conference with V&E team on workstreams.	0.30
06/15/23	DSME	Review works in progress (.1); correspond with V&E team regarding same (.2); conference call with V&E team regarding works in progress (.5); review matter status update (.2).	1.00

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Client/Matter Number OFF300 58000
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Billing Attorney David S. Meyer

Re: Project E

06/15/23	LRKA	Conference call with V&E team regarding works in progress (.5); review works in progress checklist (.2).	0.70
06/15/23	AMTH	Review materials regarding case status and works in progress checklist (.3); attend conference call with V&E team regarding works in progress and next steps (.5).	0.80
06/15/23	SAZO	Review works in progress and related materials (.2); attend conference call with V&E team regarding works in progress (.5).	0.70
06/15/23	KIVA	Review and revise works in progress list (.3); attend conference call with V&E team regarding same (.5).	0.80
06/20/23	EENE	Obtain updated docket report for attorneys (.1); complete calendaring (.5); obtain court document (.2).	0.80
06/21/23	LRKA	Correspond with V&E team regarding works in progress.	0.50
06/21/23	EENE	Correspond with Alexandra Thomas regarding hearing transcript issues (.6); obtain updated docket report and complete calendaring (.4).	1.00
06/22/23	PEH	Review draft work in progress checklist (.1); participate in work in progress telephone conference with V&E team (.5).	0.60
06/22/23	DSME	Telephone conference with V&E team on works in progress.	0.50
06/22/23	LRKA	Telephone conference with V&E team regarding works in progress (.5); review works in progress checklist (.1).	0.60
06/22/23	EENE	Correspond with Alexandra Thomas and transcriber regarding transcript issues (.1); obtain updated docket report (.1); review calendar details, and complete calendaring (.7); correspond with Sara Zoglman for calendaring clarification (.2).	1.10
06/22/23	AMTH	Review works in progress checklist (.1); attend telephone conference with V&E team regarding same (.5).	0.60
06/22/23	SAZO	Review works in progress checklist (.1); attend conference call with V&E team regarding works in progress (.5).	0.60
06/22/23	KIVA	Review and revise works in progress list (.3); attend conference with V&E team regarding same (.5).	0.80
06/23/23	DSME	Review works in progress.	0.40
06/23/23	EENE	Obtain updated docket report (.1); attend to hearing transcript issues (.4).	0.50

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Re: Project E

06/26/23	DSME	Review works in progress.	0.10
06/26/23	EENE	Obtain updated docket report for attorneys.	0.10
06/27/23	DSME	Analyze next steps and strategy.	0.30
06/27/23	EENE	Obtain updated docket report.	0.10
06/28/23	EENE	Obtain updated docket report and calendar relevant dates.	0.10
06/29/23	MST	Correspond with Lauren Kanzer regarding next steps.	0.30
06/29/23	PEH	Review works in progress.	0.10
06/29/23	MJPY	Evaluate works in progress checklist (.2); correspond with V&E team regarding same and open items (.2).	0.40
06/29/23	EENE	Obtain document for Lauren Kanzer (.2); obtain updated docket report and complete calendaring (.4).	0.60
06/29/23	KIVA	Review and revise works in progress list (.3); correspond with V&E team regarding same (.1).	0.40
06/30/23	EENE	Obtain updated docket report and complete calendaring (.2); correspond with Sara Zoglman for calendar clarification (.1).	0.30
Total			\$32,192.00

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	2.80	1810.00	5,068.00
LRKA	Lauren R. Kanzer	3.10	1590.00	4,929.00
DSME	David S. Meyer	5.20	1810.00	9,412.00
EENE	Elizabeth E. Neuman	6.50	420.00	2,730.00
ZAPA	Zachary A. Paiva	1.30	1085.00	1,410.50
MJPY	Matthew J. Pyeatt	0.40	1220.00	488.00
MST	Michael S. Telle	0.30	1865.00	559.50
AMTH	Alexandra M. Thomas	2.20	730.00	1,606.00
KIVA	Kiran Vakamudi	3.40	1150.00	3,910.00
SAZO	Sara Zoglman	2.20	945.00	2,079.00
Total		27.40		32,192.00

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Client/Matter Number OFF300 58000
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Re: Project E

Fees for services posted through June 30, 2023:**Re: Employment and Fee Apps- General**

Date	Initials	Description	Hours
06/02/23	KIVA	Review and comment on FTI monthly fee statement.	0.80
06/05/23	PEH	Correspond with V&E team regarding fee statement.	0.20
06/05/23	MWMO	Review and revise redactions for privileged and work product information and confer with V&E team regarding same (1.0); confer with V&E team regarding fee statement procedures and redaction issues (.4).	1.40
06/05/23	LRKA	Correspond and confer with V&E team regarding FTI fee statement (.4); review same (.2); correspond with Kiran Vakamudi regarding V&E fee statement (.2).	0.80
06/05/23	SAZO	Prepare monthly fee application cover sheet (.8); correspond with Kiran Vakamudi regarding same (.1).	0.90
06/06/23	PEH	Correspond with V&E team regarding fee statement.	0.20
06/06/23	MWMO	Call with FTI regarding fee statements (.4); redact fee statements and confer with V&E team regarding same (2.0); review further redactions and revisions to same (.2).	2.60
06/06/23	LRKA	Conference call with V&E team regarding fee statements (.5); review draft V&E fee statement (.6); correspond with V&E team regarding same (.4).	1.50
06/06/23	AMTH	Correspond with V&E and FTI teams regarding fee applications.	0.60
06/06/23	KIVA	Review and revise fee statement cover sheet (.2); correspond with Sara Zoglman regarding same (.1).	0.30
06/07/23	KIVA	Review and revise FTI fee statement (.2); correspond and confer with V&E team regarding same (.1).	0.30
06/08/23	MWMO	Review FTI fee statements for privilege issues (.1); confer with V&E team regarding redactions (.2).	0.30
06/08/23	LRKA	Correspond with V&E team regarding fee statement.	0.20
06/08/23	AMTH	Correspond with V&E and FTI teams regarding redactions to FTI fee statement (.2); draft execution version of same (.3).	0.50
06/08/23	KIVA	Review and revise V&E and FTI fee statements (.5); confer and correspond with V&E and FTI teams regarding same (.2).	0.70

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Re: Project E

06/09/23	MWMO	Review redactions to FTI fee statements and confer with V&E team regarding same.	0.30
06/09/23	AMTH	Compile executed versions of FTI and V&E fee applications for service on fee notice parties (.4); send same to Committee for review (.2); correspond with V&E team regarding same (.2); send same to fee notice parties (.2).	1.00
06/09/23	KIVA	Attend to finalization and service of FTI and V&E monthly fee statements (.4); correspond with V&E team regarding same (.2).	0.60
06/12/23	LRKA	Correspond with Alexandra Thomas regarding fee application.	0.10
Total			\$18,672.50

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.40	1810.00	724.00
LRKA	Lauren R. Kanzer	2.60	1590.00	4,134.00
MWMO	Matthew W. Moran	4.60	1810.00	8,326.00
AMTH	Alexandra M. Thomas	2.10	730.00	1,533.00
KIVA	Kiran Vakamudi	2.70	1150.00	3,105.00
SAZO	Sara Zoglman	0.90	945.00	850.50
Total		13.30		18,672.50

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Hearing**

Date	Initials	Description	Hours
06/26/23	DSME	Prepare for status conference.	0.30
06/27/23	PEH	Review and revise draft position statement for status conference.	0.20
06/28/23	PEH	Correspond with V&E team regarding approach for court status conference.	0.20
06/28/23	MWMO	Review and revise hearing speaking points (.9); confer with V&E team regarding same (.4).	1.30
06/28/23	DSME	Prepare for status conference (.6); analyze strategy for status conference (.2); telephone conference with V&E team regarding same (.5); review talking points for status conference (.2).	1.50
06/28/23	LRKA	Review draft talking points for status conference (.3); correspond with V&E team regarding same (.2).	0.50
06/28/23	KIVA	Draft talking points for status conference (1.2); correspond with Lauren Kanzer regarding same (.1).	1.30
06/29/23	PEH	Meet and confer with FTI team in advance of status conference (.8); review and revise talking points for status conference (.2); participate in same (.8).	1.80
06/29/23	MWMO	Attend status conference.	0.60
06/29/23	DSME	Prepare for status conference (2.3); participate in status conference (.6); follow-ups (.5); client update regarding same (.2); analyze next steps (.1).	3.70
06/29/23	LRKA	Review hearing talking points (.2); correspond with V&E team regarding same (.1); review Debtors' materials regarding same (.2); attend status conference (.8).	1.30
06/29/23	MJPY	Attend status conference.	0.60
06/29/23	KIVA	Revise talking points for status conference with comments from V&E team (1.2); attend same (.6); attend conference with V&E and FTI teams regarding same (.7).	2.50
Total			\$25,340.00

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	2.20	1810.00	3,982.00
LRKA	Lauren R. Kanzer	1.80	1590.00	2,862.00
DSME	David S. Meyer	5.50	1810.00	9,955.00
MWMO	Matthew W. Moran	1.90	1810.00	3,439.00
MJPY	Matthew J. Pyeatt	0.60	1220.00	732.00
KIVA	Kiran Vakamudi	3.80	1150.00	4,370.00
Total		15.80		25,340.00

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Re: Project E

Fees for services posted through June 30, 2023:**Re: Other Pleadings/Motions**

Date	Initials	Description	Hours
06/01/23	KIVA	Review pleadings (.4); correspond with V&E and Weil teams regarding same (.1).	0.50
06/22/23	AMTH	Review and revise summary of matter pleadings.	0.80
06/28/23	LRKA	Review Atalaya settlement motion and summary (.4); correspond with V&E team regarding same (.2).	0.60
06/28/23	SAZO	Review Debtors motion to amend and assume equipment lease (.5); summarize same (.2); correspond with V&E team regarding same (.2).	0.90
06/30/23	MJPY	Evaluate docket, pleadings, and motion to assume lease.	0.20
Total			\$3,207.50

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
LRKA	Lauren R. Kanzer	0.60	1590.00	954.00
MJPY	Matthew J. Pyeatt	0.20	1220.00	244.00
AMTH	Alexandra M. Thomas	0.80	730.00	584.00
KIVA	Kiran Vakamudi	0.50	1150.00	575.00
SAZO	Sara Zoglman	0.90	945.00	850.50
Total		3.00		3,207.50

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Meetings and Communications with Equity Committee**

Date	Initials	Description	Hours
06/01/23	DSME	Prepare for Committee call (.2); attend and participate in Committee call (.5).	0.70
06/01/23	LRKA	Review draft correspondence to committee (.1); correspond with Kiran Vakamudi regarding same (.1).	0.20
06/01/23	SAZO	Draft correspondence to UST regarding Committee resignation (.2); correspond with V&E team regarding same (.1).	0.30
06/01/23	KIVA	Attend conference with equity committee and advisors (.5); draft correspondence to FTI regarding same (.2); correspond with V&E team regarding same (.1); review and revise correspondence to US Trustee regarding equity committee resignation (.3); correspond with Sara Zoglman regarding same (.1).	1.20
06/02/23	SAZO	Conference with Kiran Vakamudi regarding materials for next committee meeting (.3); correspond with V&E team regarding email update to committee regarding resignation (.1).	0.40
06/02/23	KIVA	Confer with Sara Zoglman regarding presentation to equity committee.	0.30
06/05/23	SAZO	Review various materials in connection with preparation of committee materials (1.2); prepare committee meeting materials regarding plan structure (2.3); correspond with Kiran Vakamudi re same (.3); review and revise materials (1.1).	4.90
06/06/23	KIVA	Review and revise committee presentation regarding plan structure and related matters (1.2); review materials regarding same (.4).	1.60
06/07/23	TMK	Review committee presentation and related materials.	1.50
06/07/23	DSME	Correspond with Committee members.	0.10
06/07/23	LRKA	Conference with Kiran Vakamudi regarding presentation for Committee regarding chapter 11 plans (.2); correspond with V&E team regarding same (.2).	0.40
06/07/23	ZAPA	Review and revise draft equity committee presentation regarding plan (1.1); correspond with V&E team regarding same (.4); correspond with V&E and Committee regarding case status (.4).	1.90

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Re: Project E

06/07/23	AMTH	Assist in drafting committee presentation regarding plan structure.	1.20
06/07/23	SAZO	Conference with Kiran Vakamudi regarding committee materials on plan structure and related matters (.3); review comments received on committee materials (.5); revise committee materials (2.1); correspond with V&E team regarding same (.2).	3.10
06/07/23	KIVA	Conference with Sara Zoglman regarding presentation to equity committee regarding plan structure (.3); review and revise presentation to equity committee (2.1); confer with Lauren Kanzer regarding same (.2); correspond with V&E team regarding same (.2).	2.80
06/08/23	PEH	Review draft committee presentation and comment on same (.9); participate in weekly standing call with Committee (.6); follow up call with FTI regarding same and next steps (.3); correspond with FTI and V&E teams regarding same (.3).	2.10
06/08/23	DSME	Review committee update presentation (1.3); review materials regarding same (.2); prepare for Committee call regarding case status and next steps (.4); participate in committee call (.6); follow-up correspondence with V&E team regarding same (.4).	2.90
06/08/23	LRKA	Correspond with V&E team regarding meeting with equity committee and materials for same.	0.20
06/08/23	SAZO	Review and revise committee materials (.6); review comments received on committee materials (.3); conferences with V&E team regarding same (.9); correspond with V&E team regarding same (.2).	2.00
06/08/23	KIVA	Review and revise committee presentation regarding plan structures (.6); attend conferences with V&E team regarding same (.4); draft correspondence to equity committee members regarding cleansing materials and scheduling of meeting with Debtors' advisors (.2); correspond with equity committee regarding same (.2).	1.40
06/09/23	PEH	Review and comment on draft committee presentation (2.8); correspond and confer with Matt Moran and David Meyer regarding same (.5); call with David Rush regarding same (.4); correspond with V&E, FTI, and client teams regarding scheduling (.3).	4.00
06/09/23	DSME	Review committee presentation regarding plan proposal (.4); telephone conference with Paul Heath regarding same (.2); review FTI presentation prepared for committee (2.4); review plan confirmation presentation prepared for committee (.3); correspond with V&E team	3.60

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Re: Project E

		regarding same (.3).	
06/09/23	LRKA	Review and revise draft plan presentation for Committee (1.6); research regarding same (.3); correspond with Sara Zoglman regarding same (.2).	2.10
06/09/23	SAZO	Review committee materials regarding plan structures (.3); review comments received on committee materials (.2); confer with Kiran Vakamudi regarding same (.3); revise same (1.2).	2.00
06/09/23	KIVA	Review comments to committee presentation from David Meyer (.2); confer with Sara Zoglman regarding same (.3); correspond with committee, V&E, and FTI teams regarding meeting with Debtors (.2); review FTI materials for same (1.1).	1.80
06/10/23	PEH	Review and revise draft committee presentation (1.4); telephone conference with FTI regarding same (1.0); correspond with V&E and FTI teams regarding meeting scheduling and status (.4).	2.80
06/10/23	DSME	Telephone conference with FTI and V&E teams regarding committee presentation (1.0); follow-up correspondence with V&E team regarding same (.4).	1.40
06/10/23	LRKA	Conference call with FTI and V&E teams regarding draft presentation to Committee regarding business plan.	1.00
06/10/23	SAZO	Revise committee materials (1.3); correspond with V&E team regarding same (.2).	1.50
06/10/23	KIVA	Attend conference with V&E and FTI teams regarding materials for Committee in preparation for meeting with Debtors and advisors (1.0); review and revise drafts of same (.7); confer and correspond with V&E team regarding same (.2).	1.90
06/11/23	PEH	Review and comment on revised committee presentation (2.8); correspond with V&E and FTI teams regarding same (.4).	3.20
06/11/23	DSME	Review committee presentation regarding plan and matter status (.2); correspond with V&E team regarding same (.3).	0.50
06/11/23	LRKA	Review and revise draft Committee presentation regarding business plan (1.6); correspond with V&E team and FTI regarding same (.5); review and revise draft Committee presentation regarding plan confirmation (.6); correspond with Kiran Vakamudi regarding same (.1); review correspondence from FTI and V&E team regarding same (.2).	3.00

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 Billing Attorney David S. Meyer

Re: Project E

06/11/23	SAZO	Correspond with V&E team regarding committee materials (.1); revise and circulate revised materials (.1).	0.20
06/11/23	KIVA	Review and revise presentation materials (.4); correspond with V&E team regarding same (.1); review correspondence from FTI regarding same (.2); review revisions to presentation from Lauren Kanzer (.2); correspond with Lauren Kanzer regarding same (.1); correspond with PJT and committee members regarding scheduling of meeting with company and principals (.2).	1.20
06/12/23	PEH	Call with FTI regarding revised committee presentation (.5); review revisions to same (.7); confer with Matt Moran regarding same (.4); call with FTI in advance of call with company (.2); call with OEC, Company and advisors on business plan and plan construct (1.5); follow up call with FTI regarding next steps (.5).	3.80
06/12/23	MWMO	Participate in call with FTI regarding materials for Committee (.3); follow up call with Paul Heath regarding same (.4); participate in call with Committee (.3); participate in call with PJT and Committee (1.5); call with FTI and V&E teams regarding same (.5).	3.00
06/12/23	DSME	Telephone conference with committee member regarding matter status (.4); correspond with Lauren Kanzer regarding Committee meeting (.1); review and revise plan construct presentation prepared for Committee (.2); correspond with V&E team regarding same (.1); telephone conference with Committee regarding management presentation (.3); correspond with Lauren Kanzer regarding Committee meeting and strategy (.2); follow-ups (.1).	1.40
06/12/23	LRKA	Conference call with V&E and FTI regarding business plan presentation for Committee (.2); correspond with V&E team regarding same (.2); conference with Aaron Terry regarding same (.1); review and revise V&E plan confirmation presentation (1.4); correspond with V&E team regarding same (.3); review and revise FTI plan presentation (1.0); correspond with V&E team and FTI regarding same (.4); pre-call with V&E team, FTI, and Committee regarding management presentation (.3); follow-up conference with V&E and FTI teams regarding management presentation (.5).	4.40
06/12/23	SAZO	Conference call with FTI and V&E teams regarding business plan presentation for committee (.2); review business plan materials in preparation for same (.7); pre-call conference with equity committee members, FTI, and V&E teams regarding management presentation (.3); review and revise committee materials and various	1.90

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Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

		correspondence with V&E team regarding same throughout day (.7).	
06/12/23	KIVA	Attend conference with V&E and FTI teams regarding presentation for Committee (.2); confer and correspond with V&E team and committee members regarding same (.2); review FTI presentation and comments to same from Lauren Kanzer (.5); attend conference with committee and advisors regarding meeting with Debtors (.3).	1.20
06/13/23	PEH	Final review of committee presentation (.8); correspond with V&E and FTI teams regarding same (.5); telephone conference with Committee on business plan and plan protocol (1.5).	2.80
06/13/23	MWMO	Prepare for call with Committee and review decks related to same (.9); participate in call with same and FTI and V&E teams regarding plan construct (1.5).	2.40
06/13/23	DSME	Review committee presentation regarding business plan (.5); correspond with V&E team regarding same (.2).	0.70
06/13/23	LRKA	Attend conference call with Committee, V&E, and FTI teams regarding plan proposal and next steps (1.5); prepare for same (.5); follow-up correspondence with V&E team regarding same (.6); review and revise V&E and FTI committee meeting materials (.9); correspond with V&E team regarding same (.4).	3.90
06/13/23	MJPY	Evaluate materials prepared for committee, comments to same, and internal correspondence regarding same (.6); evaluate FTI materials prepared for committee (.3); attend call with advisors and committee members regarding proposed chapter 11 plan (1.5); evaluate proposed plan terms overview deck prepared for committee (.7).	3.10
06/13/23	SAZO	Correspond with V&E team regarding committee materials regarding plan proposal (.9); review and revise same (1.1); attend conference call with Committee and Committee advisors regarding business plan analysis (1.5).	3.50
06/13/23	KIVA	Attend conference with Committee members and advisors regarding plan construct (1.5); correspond with V&E and FTI teams regarding same (.1); review presentations and materials regarding same (.4); confer with Aaron Terry regarding same (.1); confer with committee member regarding meetings (.1); correspond with committee members regarding materials (.1).	2.30

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Re: Project E

06/15/23	PEH	Calls with V&E and FTI in advance of call with Committee (.3); attend weekly call with Committee (.5).	0.80
06/15/23	LRKA	Conference call with Committee, FTI, and V&E teams regarding case status, next steps (.5); correspond with V&E team regarding same (.6).	1.10
06/21/23	LRKA	Correspond with V&E team regarding outreach from equityholders (.2); review and comment on draft email to committee regarding plan and disclosure statement (.3).	0.50
06/21/23	SAZO	Prepare materials summarizing key plan terms for equity committee (3.4); review and revise same (.5); correspond with V&E team regarding committee materials (.5); review comments to same (.2).	4.60
06/21/23	KIVA	Review and revise presentation to equity committee (1.1); correspond with V&E team regarding same (.1); draft correspondence to equity committee regarding plan and disclosure statement (.2).	1.40
06/22/23	PEH	Review committee presentation (.4); participate in portion of telephone conference with Committee (.3).	0.70
06/22/23	LRKA	Review and comment on draft committee presentation (1.8); correspond with V&E team regarding same (.5); conference with Sara Zoglman regarding same (.3); prepare for conference call with Committee, V&E team, and FTI regarding matter status and next steps (1.0); attend same (.8); correspond with V&E team regarding same (.6).	5.00
06/22/23	SAZO	Revise committee materials regarding plan summary (1.6); review comments to committee materials (.3); correspond with V&E team regarding same (.3); conference with Lauren Kanzer regarding same (.3); correspond with FTI regarding same (.1); attend conference call with equity committee, V&E, and FTI regarding case updates and plan matters (.8).	3.40
06/22/23	KIVA	Attend conference with equity committee regarding plan and next steps (.8); review materials regarding same (.2); correspond with V&E team and equity committee members regarding same (.1); confer with FTI team regarding same (.1).	1.20
06/23/23	DSME	Telephone conference with Committee member (.2); follow-ups (.2).	0.40
06/23/23	LRKA	Review and revise draft communication for equity holders (.4); correspond with V&E team regarding same (.2).	0.60

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Re: Project E

06/23/23	AMTH	Draft correspondence to Equity Committee for use in communicating with other equity holders.	0.40
06/23/23	KIVA	Revise draft communication to equity holders (.3); correspond with V&E team regarding same (.1).	0.40
06/25/23	LRKA	Review and revise draft equity committee statement (.9); correspond with Kiran Vakamudi regarding same (.1).	1.00
06/26/23	PEH	Review draft Committee presentation (.3); correspond with V&E and FTI teams regarding same (.2); correspond with V&E team regarding preparation for Committee meeting (.4).	0.90
06/26/23	DSME	Follow-ups with Committee (.2); review equity Committee position statement (.4); review Committee update presentation (.3); follow-ups (.2).	1.10
06/26/23	LRKA	Review draft V&E materials for equity committee meeting (.3); review and comment on FTI materials for same (.5); correspond with V&E team regarding same (.1).	0.90
06/26/23	MJPY	Review and evaluate committee presentation regarding plan funding and exit overview (.3); prepare comments to same (.4); correspond with V&E team regarding same (.2).	0.90
06/26/23	AMTH	Review and revise Equity Committee statement regarding the plan (.2); circulate same to V&E team (.1).	0.30
06/26/23	SAZO	Correspond with V&E team regarding committee materials on plan issues (.1); draft materials regarding same (2.5); review and revise same (1.0); review comments received to same (.3).	3.90
06/26/23	KIVA	Review and revise committee presentation regarding plan and next steps (.4); correspond and confer with V&E team regarding same (.2); review changes to same from V&E team (.2); review committee materials from FTI (.2); review comments from V&E team regarding same (.1); draft correspondence to committee regarding same (.1).	1.20
06/27/23	PEH	Correspond with V&E and FTI teams regarding draft Committee presentation (.3); participate in Committee call (.9); follow up discussions with David Meyer, Lauren Kanzer and David Rush regarding same (.9).	2.10
06/27/23	DSME	Review committee presentation (1.0); prepare for and participate in committee call (1.6); follow-ups (.6); telephone conference with Committee member (.3).	3.50

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Re: Project E

06/27/23	LRKA	Conference call with FTI and V&E team regarding meeting with Committee (.2); conference call with FTI, V&E team, and committee regarding case status and next steps (.9); follow-up conferences with V&E team regarding same (.6); draft correspondence to committee regarding strategy call (.4); correspond with V&E team regarding same (.6); review committee meeting materials (.8); correspond with V&E team regarding same (.3); conference with equity holder regarding case status, plan (.2); prepare for same (.4); correspond with V&E team regarding same (.1).	4.50
06/27/23	MJPY	Evaluate materials for committee presentation and comments to same (.4); call with FTI regarding same (.2); call with committee regarding status conference and related matters (.9).	1.50
06/27/23	KIVA	Attend conference with V&E, FTI, and committee regarding same.	0.90
06/28/23	PEH	Call with David Meyer and Lauren Kanzer regarding status and feedback of Committee members on plan and liquidity related issues and next steps (.5); call with FTI and V&E team in advance of call with company advisors to discuss issues and next steps (.4).	0.90
06/28/23	DSME	Telephone conference with FTI regarding Committee materials.	0.20
06/29/23	PEH	Correspond with V&E team regarding Committee presentation and related issues (.5); participate in weekly call with Committee (.4).	0.90
06/29/23	DSME	Telephone conference with committee member.	0.50
06/29/23	LRKA	Conference call with Committee, V&E team, FTI regarding status conference, next steps (.4); prepare for same (.1); correspond with V&E team regarding communication to Committee regarding same (.3); review and comment on FTI presentation for Committee (.6); correspond with V&E team regarding same (.1).	1.50
06/29/23	MJPY	Work on comments to notes from committee calls (.2); correspond with V&E team regarding same (.2); attend weekly call with committee regarding status (.4).	0.80
06/29/23	SAZO	Draft email to committee members regarding updates (.3); review and revise same (.1); correspond with V&E team regarding same (.1); correspond with committee members regarding same (.1).	0.60

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Re: Project E

06/29/23	KIVA	Attend conference with equity committee regarding hearing and matter status (.4); correspond with V&E team regarding same (.1); review FTI presentation regarding materials for Equity Committee (.6).	1.10
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Total	\$203,694.00
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Client/Matter Number OFF300 58000
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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	25.00	1810.00	45,250.00
LRKA	Lauren R. Kanzer	30.30	1590.00	48,177.00
TMK	T. M. Kelly	1.50	1920.00	2,880.00
DSME	David S. Meyer	17.00	1810.00	30,770.00
MWMO	Matthew W. Moran	5.40	1810.00	9,774.00
ZAPA	Zachary A. Paiva	1.90	1085.00	2,061.50
MJPY	Matthew J. Pyeatt	6.30	1220.00	7,686.00
AMTH	Alexandra M. Thomas	1.90	730.00	1,387.00
KIVA	Kiran Vakamudi	21.90	1150.00	25,185.00
SAZO	Sara Zoglman	32.30	945.00	30,523.50
Total		143.50		203,694.00

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Client/Matter Number OFF300 58000
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 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Meetings and Communications with Stakeholders**

Date	Initials	Description	Hours
06/01/23	KIVA	Correspond with Weil team regarding outstanding diligence (.2); correspond with V&E team regarding same (.1).	0.30
06/02/23	ZAPA	Correspond with V&E team regarding communications with stakeholders.	0.20
06/05/23	LRKA	Conference call with Weil and V&E team regarding committee matters (.3); follow-up correspondence and conferences with V&E team regarding same (.2).	0.50
06/06/23	MWMO	Call with PJT regarding plan construct.	0.60
06/07/23	PEH	Call with FTI in advance of call with company advisors (.4); prepare for and participate in weekly update call with company advisors (.5); correspond with V&E, FTI, and client teams regarding scheduling (.2).	1.10
06/07/23	DSME	Telephone conference with Debtors' advisors regarding case status.	0.30
06/07/23	ZAPA	Telephone conference with Debtor advisors regarding case status (.3); review and revise notes in connection with same (.3); correspond with V&E team regarding same (.3).	0.90
06/07/23	SAZO	Conference call with debtors' advisors regarding general case matters and updates.	0.30
06/08/23	PEH	Review draft of meeting notes with Debtors' advisors.	0.20
06/12/23	PEH	Correspond with UCC advisors.	0.30
06/12/23	DSME	Attend management presentation with Debtors, advisors, and Committee (1.3); telephone conference with V&E and FTI teams regarding management presentation (.5); follow-up correspondence regarding same (.1).	1.90
06/12/23	LRKA	Review cleansing materials and prepare for management presentation (.4); attend management presentation with Committee (1.3).	1.70
06/12/23	MJPY	Call with company and advisors regarding business plan presentation.	1.30
06/12/23	KIVA	Attend conference with Debtors, Equity Committee members, and advisors regarding business plan analysis and plan proposal (1.3); prepare for same (.2); attend	2.00

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Re: Project E

		conference with V&E and FTI teams regarding management presentation (.5).	
06/13/23	PEH	Call with UCC advisors on status.	0.50
06/13/23	DSME	Telephone conference with Creditors' Committee advisors, FTI, and V&E teams regarding business plan and strategy (.5); consider issues regarding same (1.0); follow-up correspondence with V&E team regarding next steps in connection with same (.3).	1.80
06/13/23	LRKA	Conference call with Equity Committee and UCC advisors regarding plan proposal and next steps.	0.50
06/14/23	DSME	Telephone conference with Debtors' advisors regarding matter status (.4); follow-up correspondence with V&E team regarding same (.2).	0.60
06/14/23	LRKA	Attend conference call with Debtors advisors, FTI, and V&E team regarding matter status and next steps (.4); prepare for same (.5); follow-up correspondence with V&E team regarding same (.2).	1.10
06/14/23	KIVA	Attend conference with V&E and Debtors' advisors regarding matter status and next steps.	0.40
06/20/23	LRKA	Conference with Weil regarding case status (.2); follow-up correspondence with V&E team regarding same (.2).	0.40
06/23/23	LRKA	Correspond with counsel to equity holder regarding plan.	0.20
06/26/23	LRKA	Correspond with counsel for equity holder regarding plan and filings.	0.20
06/28/23	PEH	Prepare for and call with company advisors regarding case status and updates.	0.40
06/28/23	LRKA	Conference call with Weil, PJT, Alix, V&E team, FTI regarding case status (.3); prepare for same (.2).	0.50
06/28/23	MJPY	Attend pre-call with FTI regarding debtor advisor call (.4); attend debtor advisor call regarding case status (.3).	0.70
06/28/23	KIVA	Attend conference with Committee and Debtors' advisors regarding matter status (.3); prepare for same (.1).	0.40
Total			\$29,528.00

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Client/Matter Number OFF300 58000
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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	2.50	1810.00	4,525.00
LRKA	Lauren R. Kanzer	5.10	1590.00	8,109.00
DSME	David S. Meyer	4.60	1810.00	8,326.00
MWMO	Matthew W. Moran	0.60	1810.00	1,086.00
ZAPA	Zachary A. Paiva	1.10	1085.00	1,193.50
MJPY	Matthew J. Pyeatt	2.00	1220.00	2,440.00
KIVA	Kiran Vakamudi	3.10	1150.00	3,565.00
SAZO	Sara Zoglman	0.30	945.00	283.50
Total		19.30		29,528.00

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Client/Matter Number OFF300 58000
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Re: Project E

Fees for services posted through June 30, 2023:**Re: Plan Negotiations- Plan and Disclosure Statement**

Date	Initials	Description	Hours
06/01/23	DSME	Correspond with V&E team regarding plan and strategy in connection with plan proposal.	0.50
06/01/23	LRKA	Conference with Weil regarding plan proposal (.2); follow-up correspondence with V&E and FTI teams regarding same (.2).	0.40
06/02/23	TMK	Analyze plan negotiation update.	0.80
06/02/23	DSME	Telephone conference with David Rush and Kiran Vakamudi regarding plan negotiations (.3); follow-up conference with Kiran Vakamudi regarding same (.4); correspond with V&E team regarding action items/next steps regarding same (.2).	0.90
06/02/23	LRKA	Review correspondence regarding plan negotiations (.3); correspond with V&E team regarding same (.1).	0.40
06/02/23	ZAPA	Correspond with V&E team regarding plan structure considerations analysis (.9); research in connection with same (.6); correspond with V&E team regarding plan strawman updates (.3).	1.80
06/02/23	KIVA	Attend conference with David Rush and David Meyer regarding plan negotiation update (.3); follow-up conference with David Meyer regarding same (.4); confer with Aaron Terry regarding same (.2); draft summaries of same for V&E team (.3); analyze and consider next steps regarding same (.3).	1.50
06/03/23	PEH	Correspond with David Meyer regarding status and plan process.	0.20
06/04/23	DSME	Correspond with Weil regarding plan proposal (.2); analyze strategy regarding same (.1).	0.30
06/05/23	PEH	Call with David Meyer and Lauren Kanzer regarding status and plan related issues (.5); follow up call with David Meyer regarding plan discussions with WGM (.2); telephone conference with Company counsel regarding plan matters (.3).	1.00
06/05/23	DSME	Telephone conference with V&E team regarding plan (.5); telephone conference with Weil regarding same (.3); consider issues regarding same (.5); telephone conferences with V&E team regarding same (.6).	1.90

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Re: Project E

06/05/23	LRKA	Conference with Paul Heath, David Meyer regarding plan considerations (.5); review correspondence regarding same (.2).	0.70
06/06/23	MST	Telephone conference with V&E team and company counsel regarding proposed plan construct (.5); telephone conference with Paul Heath regarding same (.5).	1.00
06/06/23	DCDA	Analysis regarding equity compensation administration issues (.5); review related documents (.4); correspond with Mary Daniel Morgan regarding same (.4).	1.30
06/06/23	PEH	Participate in portion of telephone conference with V&E team and company counsel on plan construct (.3); review plan construct and outline issues regarding same (.2); call with Mike Telle regarding plan construct and status (.5).	1.00
06/06/23	DSME	Review analysis/memo regarding plan issues (.8); telephone conference with all advisors regarding plan construct (.5); follow-up correspondence and conferences with V&E team regarding same (.2); review plan construct (.6).	2.10
06/06/23	LRKA	Attend conference call with advisors teams regarding Core plan construct (.5); prepare for same (.4).	0.90
06/06/23	AMTH	Attend and take notes on telephone conference with Debtors' advisors regarding plan construct (.6); revise notes on same (.6).	1.20
06/06/23	KIVA	Attend conference with advisors to Committee and Debtors regarding plan construct (.6); review materials regarding same (.2); review summary of same (.2); correspond and confer with V&E team regarding same (.1).	1.10
06/07/23	DCDA	Analysis regarding incentive compensation administration issues (.2); review correspondence regarding the same (.1); review related documents (.2).	0.50
06/07/23	PEH	Continued review of proposed plan construct and outline of issues on same (.9); correspond with Mike Telle regarding plan issues (.2).	1.10
06/07/23	MWMO	Review plan construct deck (.1); telephone call with FTI regarding plan construct (.5); correspond with advisors regarding plan construct and next steps (.1).	0.70
06/07/23	DSME	Review plan construct (.4); review outline regarding plan issues (.6); telephone conference with V&E and FTI teams (.5).	1.50

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Re: Project E

06/07/23	LRKA	Review plan construct (.4); correspond with V&E team regarding same (.4); correspond with Sara Zoglman regarding issues list (.1).	0.90
06/07/23	KIVA	Attend conference with V&E and FTI teams regarding strawman proposal and next steps (.5); confer with Debtors' advisors regarding same (.3); confer with V&E team regarding issues list for same (.2); analyze next steps regarding same (.5).	1.50
06/08/23	PEH	Review draft deck prepared by FTI on business plan analysis and related issues.	1.30
06/08/23	SAZO	Correspond with Kiran Vakamudi regarding plan construct issues list (.3); analysis regarding same (.8); draft issues list (2.1); review comments to plan construct issues list (.2); review and revise same (.4).	3.80
06/08/23	KIVA	Review cleansing materials (.3); correspond and confer with V&E and FTI teams regarding same (.5); review and revise plan issues list (1.2); correspond and confer with Sara Zoglman regarding same (.2).	2.20
06/10/23	MWMO	Analyze FTI deck in preparation for call with FTI team (.7); analyze and research issues regarding plan issues (.8); follow up email correspondence with FTI team and V&E team regarding deck (.1).	1.60
06/11/23	MWMO	Review and revise FTI deck regarding business plan (1.0); confer with V&E team regarding comments to same (.7); review additional revisions from V&E team (.3).	2.00
06/12/23	PEH	Review updated plan construct (.1); call with Matt Moran regarding plan construct issues (.2).	0.30
06/12/23	MWMO	Review and analyze plan issues list and proposed next steps (.7); review revisions to same (.1); follow-up call with Paul Heath regarding plan construct (.2); confer with V&E and FTI teams regarding negotiations over plan construct (.2).	1.20
06/13/23	PEH	Correspond with V&E team on issues related to business plan analysis.	0.40
06/13/23	MWMO	Review revisions to deck and related correspondence to Committee (.4); confer with Lauren Kanzer regarding treatment issues (.2).	0.60
06/13/23	DSME	Review plan issues list (.2); review plan construct (.2); correspond with V&E team regarding next steps in connection with business plan analysis and strategy (.3);	1.20

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Billing Attorney David S. Meyer

Re: Project E

		telephone conference with Committee advisors regarding business plan (.5).	
06/13/23	LRKA	Consider strategy in connection with business plan (.5); conference with Matt Moran regarding plan (.2).	0.70
06/13/23	SAZO	Correspond with V&E team regarding plan construct counter proposal (.3); prepare same (1.1).	1.40
06/14/23	PEH	Confer and correspond with V&E team regarding plan construct and next steps (.9); telephone conference with FTI and V&E teams regarding same (1.0); telephone conference with company advisors regarding same (.3); review outline of plan issues (.2).	2.40
06/14/23	DSME	Review plan construct issues list (.4); correspond with V&E team regarding strategy in connection with same (.4); telephone conference with V&E team regarding strategy and next steps in connection with plan construct (.9); telephone conference with FTI team regarding same (.9).	2.60
06/14/23	LRKA	Attend conference call with V&E team regarding plan construct and next steps (.9); conference calls with V&E team and FTI regarding same (.9); conference with Matt Pyeatt regarding same (.4); review and comment on plan issues list (1.2); review related plan provisions (.6); correspond with V&E team regarding same (.1).	4.10
06/14/23	MJPY	Call with V&E restructuring team regarding plan strategy and next steps (.9); follow-up call with Lauren Kanzer regarding same (.4); evaluate email correspondence regarding plan strategy (.2); evaluate plan term sheet issues list (.3).	1.80
06/14/23	SAZO	Correspond with V&E team regarding comments to plan construct issues list (.3); revise plan construct issues list (.3).	0.60
06/14/23	KIVA	Review summary of committee proposal to debtors (.2); revise same (.4); attend conference with V&E team regarding plan construct issues (.9); attend conference with FTI team regarding same and next steps (.9).	2.40
06/15/23	PEH	Call with Ronit Berkovich on plan issues (.2); correspond with David Meyer and Lauren Kanzer on issues and plan (.3).	0.50
06/15/23	DSME	Correspond with V&E team regarding plan strategy.	0.30
06/15/23	SAZO	Review plan construct issues list.	0.30

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Re: Project E

06/16/23	PEH	Review analysis on plan issues and correspond with V&E team regarding same.	0.80
06/16/23	DSME	Review chapter 11 plan (.3); analyze next steps (.3).	0.60
06/16/23	LRKA	Correspond with V&E team regarding plan (.3); review same (.5).	0.80
06/16/23	MJPY	Revise plan issues list.	0.30
06/16/23	SAZO	Revise summary analysis regarding plan issues (1.2); revise plan construct issues list (.5); correspond with V&E team regarding same (.3); review comments on issues list (.2).	2.20
06/17/23	PEH	Initial review of draft plan and outline list of issues in connection therewith.	1.50
06/17/23	DSME	Review plan (.2); correspond with V&E team regarding same (.1).	0.30
06/17/23	MJPY	Evaluate draft chapter 11 plan (.4); call with V&E restructuring team regarding same (1.0); evaluate issues list to support same (.3); correspond with V&E restructuring team regarding same (.2).	1.90
06/17/23	SAZO	Review proposed plan (2.3); conference with V&E team regarding same (1.0); draft issues list regarding proposed plan (1.3); review and revise same (.6); correspond with V&E team regarding same (.2).	5.40
06/17/23	KIVA	Review plan (2.4); review issues list regarding same (.4); confer with V&E team regarding same (1.0); review correspondence regarding same (.2).	4.00
06/18/23	DCDA	Review plan (.6); analysis regarding related issues (.3); review correspondence regarding same (.2); review related documents (.4).	1.50
06/18/23	PEH	Review outline of comments to draft plan (.3); review certain plan provisions (.2).	0.50
06/18/23	MWMO	Review draft plan.	0.50
06/18/23	MJPY	Evaluate plan issues list.	0.20
06/19/23	MST	Telephone conference with Paul Heath regarding draft plan.	0.50
06/19/23	DCDA	Analyze plan (.5); review related documents (.2); confer with Paul Heath regarding same (.3).	1.00

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Re: Project E

06/19/23	PEH	Review and comment on draft plan and draft issues list (3.0); calls with David D'Alessandro and Mike Telle regarding related issues (.8); correspond with V&E team regarding same (.4).	4.20
06/19/23	DSME	Review plan issues list (.4); review plan (.4); correspond with V&E team regarding same (.1).	0.90
06/19/23	LRKA	Review draft chapter 11 plan (2.0); review and comment on plan issues list (.8); correspond with V&E team regarding same and next steps (.6).	3.40
06/19/23	MJPY	Evaluate draft plan (.6); evaluate comments to plan issues list (.4); work on comments to same (.2); correspond with V&E team regarding same (.2).	1.40
06/19/23	SAZO	Review comments to plan issues list (.4); revise draft issues list (1.2); correspond with V&E team regarding same (.2).	1.80
06/19/23	KIVA	Correspond with Aaron Terry regarding plan and next steps (.2); review comments to plan issues list from V&E team (.2); correspond with V&E team regarding same (.2).	0.60
06/20/23	TMK	Review plan and accompanying disclosure statement (3.3); review exhibits (.9); discuss next steps (.8).	5.00
06/20/23	MST	Review draft plan and prepare corporate issues list (1.8); correspond with V&E team regarding same (.9).	2.70
06/20/23	DCDA	Analysis regarding issues related to plan (.6); review related documents (.1); review correspondence regarding same (.1).	0.80
06/20/23	PEH	Correspond with V&E team on plan issues.	0.40
06/20/23	JKLO	Review plan of reorganization.	1.00
06/20/23	DSME	Review plan issues list (.3); follow-ups regarding strategy (.3); telephone conference with V&E team regarding plan and strategy (.5); office conference with Lauren Kanzer regarding update and strategy (.3); review plan issues list (.2); follow-up with V&E team regarding same (.1).	1.70
06/20/23	LRKA	Correspond with V&E team regarding plan issues list (.5); consider strategy regarding same (.5); conference with David Meyer regarding same (.3); review plan and disclosure statement (.8).	2.10
06/20/23	MJPY	Evaluate plan issues list (.5); analyze issues regarding same (.4); call with V&E restructuring team regarding same (.5); attend portion of call with FTI team regarding	1.70

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Re: Project E

same (.3).

06/20/23	SAZO	Attend conference call with V&E team regarding plan issues list and related matters (.5); attend conference call with FTI and V&E teams regarding plan issues list and related updates (.5); review and summarize notes regarding same (.4); review comments to plan issues list (.2); revise same (.5); review and analyze precedent chapter 11 plans in connection with items on plan issues list (1.3); prepare summary in connection with the same (.7); correspond with V&E team regarding same (.1); review revised chapter 11 plan (.7).	4.90
06/21/23	TMK	Continue to review chapter 11 plan and analyze changes from plan (.8); conference with David Meyer regarding same (.1); analyze next steps (.4).	1.30
06/21/23	DCDA	Review chapter 11 plan (.4); analyze related issues (.6); review related documents (.3).	1.30
06/21/23	PEH	Review revised plan and outline issues on same (1.7); correspond and confer with Lauren Kanzer and Kiran Vakamudi on case status (.5).	2.20
06/21/23	MWMO	Review draft plan issues list and related correspondence (.5); review correspondence and same (.1).	0.60
06/21/23	JKLO	Review disclosure statement (1.3); review plan (.6); correspond with V&E team regarding same (.1).	2.00
06/21/23	DSME	Review plan (.3); review summary and Committee correspondence regarding same (.3); assess next steps (.2); review strategy outline (.3); telephone conference with Company and advisors regarding plan (.6); telephone conference with Mark Kelly regarding plan (.1).	1.80
06/21/23	LRKA	Review disclosure statement and plan (2.2); correspond with V&E team regarding same (.3); conferences with Paul Heath and Kiran Vakamudi regarding same and next steps (.4); consider strategy regarding same (.5).	3.40
06/21/23	MJPY	Evaluate filed plan and disclosure statement.	0.40
06/21/23	SAZO	Attend conference call with V&E and Debtors' advisors regarding case updates and matters related to the proposed plan (.5); review filed chapter 11 plan (1.3); correspond with V&E team regarding same (.4).	2.20
06/21/23	KIVA	Confer with Lauren Kanzer regarding plan and disclosure statement (.3); confer with Paul Heath regarding same (.2); review revised draft of plan (.6).	1.10

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Re: Project E

06/22/23	PEH	Review and revise updated plan issues list (.5); confer with Kiran Vakamudi regarding plan issues list (.1); correspond with V&E and FTI teams regarding plan related issues (.5).	1.10
06/22/23	JKLO	Review summary of debt claims (1.4); review draft disclosure statement and plan (.6).	2.00
06/22/23	DSME	Prepare strategy outline (.5); correspond with V&E team (.2); review works in progress (.1); conferences with Lauren Kanzer regarding plan (.7); correspond with Mark Kelly (.2); review committee meeting materials (.5); participate in Committee call (.8).	3.00
06/22/23	LRKA	Conferences with David Meyer regarding strategy (.7); review and comment on plan issues list (1.1); correspond with V&E team regarding same (.2).	2.00
06/22/23	MJPY	Evaluate plan issues list (.3); evaluate comments to committee board deck regarding plan update (.5); attend weekly update call with committee and FTI (.8).	1.60
06/22/23	SAZO	Review comments to issues list (.3); correspond with V&E team regarding same (.2); revise issues list (.5); correspond with Kiran Vakamudi regarding revisions to same for distribution to Debtors' counsel (.2); revise issues list to address same (.3).	1.50
06/22/23	JDKM	Review chapter 11 plan and disclosure statement.	1.50
06/22/23	KIVA	Review and revise plan issues list with comments from Paul Heath (.4); conference with Paul Heath regarding same (.1); review plan (1.2).	1.70
06/23/23	TMK	Update call on status of plan and proposed financing.	0.50
06/23/23	PEH	Review revised drafts of plan issues list (.5); correspond with V&E team and FTI regarding plan issues (.6).	1.10
06/23/23	MWMO	Review correspondence regarding plan and disclosure statement and analysis of same.	0.20
06/23/23	DSME	Review plan issues list (.6); correspond with V&E team regarding same and next steps (.3); follow-up with V&E team regarding next steps (.2); review plan issues lists (.2); correspond with Lauren Kanzer (.2); correspond with FTI team (.3).	1.80
06/23/23	LRKA	Review plan issues list (.5); correspond with V&E team regarding same (.3); review plan (.6).	1.40
06/23/23	SAZO	Review and revise plan issues list (.4); correspond with V&E team regarding same (.2).	0.60

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Re: Project E

06/23/23	KIVA	Review and revise issues list regarding plan with comments from V&E team (.6); correspond with Sara Zoglman regarding same (.1); correspond with V&E team regarding same (.1); correspond with Weil and FTI teams regarding same (.1); review correspondence from FTI team (.1); revise issues list regarding same (.1).	1.10
06/25/23	MST	Review correspondence related to plan treatment (.2); correspond with Paul Heath regarding same (.3).	0.50
06/25/23	PEH	Correspond with V&E team regarding plan issues.	0.30
06/25/23	MWMO	Review correspondence related to filed plan.	0.20
06/26/23	MST	Participate in call regarding draft plan with Company counsel (.6); review correspondence from V&E team regarding same (.7).	1.30
06/26/23	PEH	Call with V&E and FTI teams regarding status, plan, and liquidity (.6); participate in plan discussion with Weil team (.6); follow up calls and conferences with V&E team regarding plan issues (1.2).	2.40
06/26/23	MWMO	Review correspondence regarding plan (.4); review analysis of same (.4); confer with V&E team regarding revisions to same (.3); review draft FTI deck related to potential plan scenarios and email correspondence with V&E team regarding same (.3).	1.40
06/26/23	DSME	Telephone conference with FTI team regarding plan (.6); telephone conference with Company regarding plan issues list (.6); follow-ups with V&E team regarding next steps (.4).	1.60
06/26/23	LRKA	Prepare for and attend call with Weil and V&E team regarding plan (1.1); follow-up call with Paul Heath (.3); correspond with V&E team regarding same (.2); conference call with FTI and V&E team regarding strategy and next steps (.6); correspond and conferences with V&E team regarding same (.6).	2.80
06/26/23	MJPY	Evaluate plan issues list (.2); evaluate plan to support same (.2); call with Weil regarding plan comments and issues list (.5); prepare for same (.3).	1.20
06/26/23	SAZO	Review and comment on research and analysis regarding plan issues (2.0); review precedent materials and chapter 11 plans in support of same (1.1); conference call with V&E and Debtors' advisors regarding plan issues list (.5).	3.60

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Re: Project E

06/26/23	KIVA	Call with FTI and V&E teams regarding plan issues and next steps (.7); follow up conversations with Lauren Kanzer regarding same (.4); attend conference with V&E and Weil teams regarding plan (.5); review issues list in preparation for same (.2); follow up correspondence with Weil and V&E teams regarding same (.2); review and revise research regarding plan terms (.2); review materials regarding same (.2).	2.40
06/27/23	MWMO	Review correspondence regarding plan scenarios and related issues.	0.40
06/28/23	DSME	Telephone conference with Lauren Kanzer regarding strategy (.6); conference call with V&E team and FTI regarding same (.5); follow-ups correspondences (.3).	1.40
06/28/23	LRKA	Conference call with David Meyer regarding strategy (.6); correspond with same regarding same (.3); conference call with V&E team and FTI regarding strategy and next steps (.5).	1.40
06/29/23	DSME	Telephone conference with Weil regarding plan (.3); telephone conference with committee member regarding same (.2).	0.50
Total			\$254,986.00

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Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
DCDA	David C. D'Alessandro	6.40	1920.00	12,288.00
PEH	Paul E. Heath	22.70	1810.00	41,087.00
LRKA	Lauren R. Kanzer	25.40	1590.00	40,386.00
TMK	T. M. Kelly	7.60	1920.00	14,592.00
JDKM	Joseph D. Kmak	1.50	875.00	1,312.50
JKLO	James K. Longhofer	5.00	1425.00	7,125.00
DSME	David S. Meyer	24.90	1810.00	45,069.00
MWMO	Matthew W. Moran	9.40	1810.00	17,014.00
ZAPA	Zachary A. Paiva	1.80	1085.00	1,953.00
MJPY	Matthew J. Pyeatt	10.50	1220.00	12,810.00
MST	Michael S. Telle	6.00	1865.00	11,190.00
AMTH	Alexandra M. Thomas	1.20	730.00	876.00
KIVA	Kiran Vakamudi	19.60	1150.00	22,540.00
SAZO	Sara Zoglman	28.30	945.00	26,743.50
Total		170.30		254,986.00

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Re: Project E

Fees for services posted through June 30, 2023:**Re: Plan Negotiations- Research**

Date	Initials	Description	Hours
06/01/23	DCDA	Review equity compensation arrangements and related documents (.5); analyze benefit administration issues (.6); review materials regarding same (.4).	1.50
06/01/23	LRKA	Conference call with V&E team regarding debt document issues analysis (.7); review materials regarding same (.5).	1.20
06/01/23	ZAPA	Telephone conference with V&E team regarding debt document analysis (.7); review case law regarding same (.6); correspond with V&E team regarding related research (.2); review precedent in connection with same (.2).	1.70
06/01/23	SAZO	Analyze debt documents (.4); conference with V&E team regarding comments to analysis of same (.7); revise analysis of same (.9); follow-up research in support of same (.4).	2.40
06/02/23	LRKA	Review and comment on research regarding matter issues (2.2); correspond with V&E team regarding same (.2); review materials regarding same (.8).	3.20
06/02/23	AMTH	Research precedent related to plan negotiations (3.6); summarize same (.4); confer with Kiran Vakmudi regarding same (.2).	4.20
06/02/23	SAZO	Review comments to debt document analysis (.2); review and revise same (1.2); correspondence with V&E team regarding debt documents (.1); research in connection with same (.2).	1.70
06/02/23	KIVA	Confer with Alexandra Thomas regarding plan issue research and related issues.	0.20
06/03/23	PEH	Review suggested revisions to outline of treatment issues.	0.70
06/03/23	ZAPA	Review further comments to plan research (.4); correspond with V&E team regarding analysis of plan structure considerations (.6).	1.00
06/03/23	AMTH	Conduct research regarding plan issues (3.7); summarize same (1.2).	4.90
06/03/23	SAZO	Research related to debt documents.	1.60

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06/04/23	ZAPA	Review and revise plan structure considerations research (1.8); research regarding same (.7); correspond with V&E team regarding same (.4).	2.90
06/04/23	AMTH	Conduct research regarding plan negotiations (.7); draft summary of same (3.5); correspond with Zack Paiva regarding same (.3).	4.50
06/04/23	SAZO	Conduct research in connection with debt document analysis (1.8); analysis regarding same (1.2); draft revisions to analysis based on same (.9).	3.90
06/05/23	DCDA	Analysis regarding equity compensation administration issues (.5); review related documents (.3); confer with Paul Heath regarding same (.2).	1.00
06/05/23	PEH	Review updated analysis on debt documents (.5); call with David D'Alessandro regarding issues under plan (.2).	0.70
06/05/23	DSME	Review analysis regarding debt documents issue (.9); correspond with V&E and FTI teams regarding same (.2).	1.10
06/05/23	ZAPA	Review and revise revised research regarding matter issues (1.4); correspond with V&E team regarding same (.4); research in connection with same (1.0); review and revise revised plan structure considerations analysis (.7); correspond with V&E team regarding same (.3).	3.80
06/05/23	AMTH	Review and revise research on matter issues (2.2); review and revise research on precedent plan structures (3.6).	5.80
06/05/23	SAZO	Review research and analysis related to debt documents (1.3); revise analysis (2.2).	3.50
06/05/23	KIVA	Confer with V&E team regarding pending research (.2); review and revise summary of same (.4).	0.60
06/06/23	DSME	Review and revise analysis regarding debt documents issue.	0.30
06/06/23	ZAPA	Review and revise revised plan structure considerations analysis (.4); correspond with V&E team regarding same (.3); correspond with V&E team regarding research of matter issues (.4); review precedent materials in connection with same (.4).	1.50
06/06/23	AMTH	Review and revise research on precedent cases regarding plan issue (1.9); review precedent case regarding same (1.2).	3.10

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06/06/23	SAZO	Review comments regarding debt document analysis (.1); follow-up research to address same (2.7); analysis regarding same (.6).	3.40
06/07/23	PEH	Review analysis on proposed plan treatment and discuss same with V&E team.	1.50
06/07/23	LRKA	Review and comment on plan structure analysis (1.4); correspond with Alexandra Thomas regarding same (.2).	1.60
06/07/23	ZAPA	Review comments to plan structure considerations analysis (.4); correspond with V&E team regarding same (.2); correspond with V&E team regarding matter issue analysis (.5).	1.10
06/07/23	AMTH	Research precedent regarding matter issue (1.2); confer with V&E team regarding same (.7).	1.90
06/08/23	ZAPA	Review research regarding matter issue (.6); correspond with V&E team regarding same (.2).	0.80
06/08/23	AMTH	Review and revise research on issue relating to plan treatment.	2.80
06/08/23	SAZO	Analysis regarding debt documents issue and revisions to analysis (1.6); correspond with Kiran Vakamudi regarding same (.1).	1.70
06/09/23	LRKA	Conference with V&E team regarding plan structure research.	0.50
06/09/23	ZAPA	Telephone conference with V&E team regarding comments to plan structure analysis (.5); correspond with V&E team regarding same (.3).	0.80
06/09/23	AMTH	Confer with V&E team regarding research of plan treatment issue (.5); review and revise research summary regarding same (3.9).	4.40
06/09/23	SAZO	Revise debt document analysis.	1.00
06/10/23	ZAPA	Review revised plan structure analysis (.6); correspond with V&E team regarding same (.2).	0.80
06/10/23	AMTH	Review and revise research regarding plan (.4); correspond with V&E team regarding same (.2).	0.60
06/12/23	MJPY	Evaluate background materials and proposed plan summary to support same.	1.60
06/12/23	AMTH	Confer with Kiran Vakamudi regarding research related to plan.	0.40

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06/12/23	KIVA	Review and revise research regarding plan structure (.8); review materials regarding same (.6); correspond and confer with Alexandra Thomas regarding same (.2).	1.60
06/13/23	AMTH	Review and revise research analysis regarding plan treatment of secured creditors.	4.10
06/13/23	SAZO	Correspond with V&E team regarding plan treatment research (.1); follow up work related to same (.2).	0.30
06/13/23	KIVA	Review and revise plan issues list (.3); correspond with Sara Zoglman regarding same (.1); confer and correspond with FTI and V&E teams regarding next steps (.3); analyze same (.5); correspond with Sara Zoglman regarding same (.2).	1.40
06/14/23	AMTH	Review and revise research on plan treatment (3.3); confer with Kiran Vakamudi regarding same (.2).	3.50
06/14/23	SAZO	Follow-up research to address comments to plan construct issues list (2.0); analyze and summarize same (1.3).	3.30
06/15/23	MJPY	Evaluate correspondence among V&E team regarding plan research questions (.3); evaluate proposed plan structures (.7); analyze case law regarding plan (1.8); analyze V&E research regarding plan structure issues (.6); correspond with V&E team regarding same (.2); analyze claim issues to support plan analysis (.3); correspond with V&E team regarding same (.2).	4.10
06/15/23	AMTH	Review and revise research on plan treatment (.7); correspond with V&E team regarding new research workstreams (.3).	1.00
06/15/23	SAZO	Conduct research in support of plan construct issues list (.9); summarize same (1.0); review debt documents and evaluate potential issues (.9); research and analysis in connection with same (1.6); draft summary analysis regarding same (.7); review, analyze, and provide comments to plan treatment research (2.5).	7.60
06/16/23	JKLO	Review collateral documents (1.2); confer with V&E team regarding same (.3).	1.50
06/16/23	MJPY	Evaluate issues in connection with plan (.6); evaluate research regarding same (.8); work on comments to same (.5); correspond with V&E team regarding same (.2); evaluate issues pertaining to claim allowance and treatment (.4).	2.50

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

06/16/23	AMTH	Research precedent regarding plan issues (1.1); analyze same (2); confer and correspond with V&E team regarding same (.4).	3.50
06/16/23	SAZO	Follow-up research in connection with plan issues list (1.1); follow-up research to address comments to plan construct issues list (1.3); analyze research and draft summary of same (1.0); correspond with V&E team regarding debt document analysis (.6); review same (.4).	4.40
06/16/23	KIVA	Conduct research regarding precedent issues regarding plan (1.4); confer with Sara Zoglman regarding same (.1); correspond and confer with V&E team regarding same (.1); review summary regarding same (.1).	1.70
06/17/23	MJPY	Evaluate research regarding plan issues (1.5); draft summary of case studies for same (1.4); work on comments to same (.4).	3.30
06/17/23	AMTH	Revise research analysis with comments from V&E team.	0.80
06/18/23	MJPY	Evaluate research analysis (.8); revise same (1.1); correspond with V&E team regarding same (.2); work on comments to plan structure outline (.3).	2.40
06/19/23	MJPY	Evaluate case law regarding plan structure (.7); revise same (1.4); correspond with V&E team regarding same (.2).	2.30
06/19/23	SAZO	Conduct follow-up research in connection with plan issues list (1.2); review materials to support same (.3); prepare summary regarding same (.7).	2.20
06/20/23	MJPY	Call with Alexandra Thomas regarding plan structure (.3); revise same (.3); evaluate email correspondence between V&E team regarding same (.3).	0.90
06/20/23	AMTH	Confer with Matt Pyeatt regarding plan issues (.3); review and revise research regarding same (.9); correspond with V&E team regarding same (.2).	1.40
06/21/23	AMTH	Research precedent cases regarding plan issues (2.6); correspond with V&E team regarding same (.2); review and revise analysis regarding same (1.4); review and revise research regarding matter issues with comments from V&E team (1.2).	5.40
06/21/23	KIVA	Conduct research and review materials regarding plan issues (.7); correspond and confer with V&E team regarding same (.1); correspond with V&E team regarding plan structure issues (.2).	1.00

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

06/22/23	AMTH	Review and revise analysis of precedent plan treatment (2.3); conduct research regarding same (1.1).	3.40
06/23/23	JKLO	Review and revise debt summaries.	1.50
06/23/23	MJPY	Evaluate plan research and related summary (2.2); correspond with V&E team regarding same (.2); revise summary regarding same (1.3); correspond with V&E restructuring team regarding same (.2); analyze plan to support same (.4).	4.30
06/23/23	AMTH	Review and revise analysis related to plan issues.	2.70
06/23/23	SAZO	Review and revise research regarding plan treatment issues (1.2); review materials in support of same (.6).	1.80
06/24/23	MJPY	Evaluate plan research outline (.3); revise same (.2).	0.50
06/24/23	AMTH	Review and revise analysis regarding plan construct issues (3.3); research precedent regarding same (1.1).	4.40
06/25/23	MJPY	Revise outline regarding plan issue research (.4); correspond with V&E restructuring team regarding same (.1).	0.50
06/25/23	AMTH	Review and revise analysis regarding plan issues (1.1); correspond with V&E team regarding same (.1).	1.20
06/26/23	JKLO	Correspond with V&E team (.3); review comments to summary (.7).	1.00
06/26/23	AMTH	Conduct research regarding plan construct issues.	2.90
06/27/23	SAZO	Correspond with VE team regarding research and analysis on outstanding research work streams (.2); review research and analysis regarding plan treatment (1.5); review precedent regarding same (.8).	2.50
06/27/23	KIVA	Review and revise summary regarding plan issues.	1.30
06/28/23	AMTH	Review and revise summary regarding plan constructs (2.6); conduct research regarding same (.6).	3.20
06/28/23	SAZO	Review research and analysis regarding plan treatment of unvested equity interests (1); review precedent plans in connection with same (.4).	1.40
06/29/23	MJPY	Evaluate research regarding plan issues (.2); revise same (.3).	0.50
06/29/23	AMTH	Review and revise research summary regarding plan issues.	1.70

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023 Page 43

Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

06/29/23	SAZO	Review research regarding plan treatment.	1.00
06/29/23	KIVA	Review and revise research regarding plan issues.	0.30
<hr/>			
Total			\$175,205.50

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
DCDA	David C. D'Alessandro	2.50	1920.00	4,800.00
PEH	Paul E. Heath	2.90	1810.00	5,249.00
LRKA	Lauren R. Kanzer	6.50	1590.00	10,335.00
JKLO	James K. Longhofer	4.00	1425.00	5,700.00
DSME	David S. Meyer	1.40	1810.00	2,534.00
ZAPA	Zachary A. Paiva	14.40	1085.00	15,624.00
MJPY	Matthew J. Pyeatt	22.90	1220.00	27,938.00
AMTH	Alexandra M. Thomas	71.80	730.00	52,414.00
KIVA	Kiran Vakamudi	8.10	1150.00	9,315.00
SAZO	Sara Zoglman	43.70	945.00	41,296.50
Total		178.20		175,205.50

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Tax Issues**

Date	Initials	Description	Hours
06/01/23	DSPE	Review materials regarding Core Scientific structuring (.8); telephone conference with V&E team regarding same (.5).	1.30
06/01/23	WTS	Confer with Weil and V&E teams regarding tax issues for restructuring and review materials regarding same.	1.00
06/02/23	DSPE	Confer with V&E team regarding plan structure (.5); review plan (.3).	0.80
06/02/23	WTS	Confer with V&E team regarding tax issues for restructuring.	0.50
06/02/23	LRKA	Conference with V&E team regarding tax matters.	0.50
06/02/23	KIVA	Attend conference with V&E team regarding tax matters.	0.50
06/09/23	WTS	Review proposed plan of reorganization for tax issues.	0.30
06/19/23	DSPE	Review bankruptcy plan and issues list (.9); analyze tax considerations related to same (.3); correspondence with Sara Zogman regarding same (.1).	1.30
06/19/23	WTS	Review plan to analyze tax issues regarding same.	2.30
06/20/23	SAZO	Correspond with David Peck and Wendy Salinas regarding tax matters related to the chapter 11 plan.	0.20
06/22/23	DSPE	Review plan (.6); analyze tax considerations related to same (.2).	0.80
Total			\$17,495.00

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
LRKA	Lauren R. Kanzer	0.50	1590.00	795.00
DSPE	David S. Peck	4.20	1920.00	8,064.00
WTS	Wendy T. Salinas	4.10	1920.00	7,872.00
KIVA	Kiran Vakamudi	0.50	1150.00	575.00
SAZO	Sara Zoglman	0.20	945.00	189.00
Total		9.50		17,495.00

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Valuation-Claims Administration and Objections**

Date	Initials	Description	Hours
06/02/23	MWMO	Correspond with Jim Lee regarding Celsius issues (.3); review pleadings related to same (1.2).	1.50
06/06/23	MWMO	Prepare for call with FTI and Weil regarding Celsius disputes (1.1); call with Weil regarding Celsius claims (.6); follow up with Paul Heath regarding same (.3); analyze same (.4).	2.40
06/07/23	PEH	Review company analysis of proposed vendor settlement.	0.20
06/12/23	PEH	Review draft claims overview and outline questions on same.	0.40
06/12/23	MWMO	Review and analyze Core Scientific claim summary.	0.50
06/14/23	DSME	Review claim analysis.	0.30
06/23/23	MWMO	Review correspondence summarizing response to motion for summary judgment filed by Celsius and begin review of same.	0.30
06/27/23	MWMO	Begin review of response to motion for summary judgment.	0.20
06/28/23	PEH	Correspond with V&E team proposed claim settlement.	0.20
Total			\$10,860.00

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.80	1810.00	1,448.00
DSME	David S. Meyer	0.30	1810.00	543.00
MWMO	Matthew W. Moran	4.90	1810.00	8,869.00
Total		6.00		10,860.00

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Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Valuation-Experts**

Date	Initials	Description	Hours
06/03/23	MWMO	Review business plan with respect to valuation (.2); review business plan in light of same (.2).	0.40
06/05/23	MWMO	Review press related to valuation issues.	0.20
06/09/23	MWMO	Review and revise business plan summary materials (2.0); telephone call with Paul Heath regarding same (.3); confer with Jeremy Reichman regarding same (.3); review further revisions from team on summary deck (.6).	3.20
06/12/23	MWMO	Review revisions to summary deck and email correspondence regarding same.	0.50
Total			\$7,783.00

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Official Committee of Equity Security Ho August 28, 2023

Page 50

Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
MWMO	Matthew W. Moran	4.30	1810.00	7,783.00
Total		4.30		7,783.00

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Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Valuation-Reporting**

Date	Initials	Description	Hours
06/07/23	PEH	Review budget variance report.	0.10
06/08/23	PEH	Review proposed cleansing deck prepared by company.	0.70
06/28/23	DSME	Review variance report (.2); follow-up with FTI team regarding same (.1).	0.30
06/29/23	LRKA	Correspond with V&E team regarding DIP budget and open issues (.3); consider same (.3).	0.60
Total			\$2,945.00

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Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
PEH	Paul E. Heath	0.80	1810.00	1,448.00
LRKA	Lauren R. Kanzer	0.60	1590.00	954.00
DSME	David S. Meyer	0.30	1810.00	543.00
Total		1.70		2,945.00

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Fees for services posted through June 30, 2023:**Re: Valuation-Research**

Date	Initials	Description	Hours
06/15/23	KIVA	Review research regarding value of collateral of secured creditor (.3); correspond with Sara Zoglman regarding same (.1).	0.40
06/16/23	JDKM	Confer and correspond with V&E team regarding debt documents.	0.50
06/22/23	JDKM	Review and comment on debt document analysis (1.8); correspond with V&E team regarding same (.2).	2.00
06/23/23	JDKM	Correspond with V&E team regarding debt documents.	0.20
Total			\$2,822.50

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25729846
Billing Attorney David S. Meyer

Re: Project E

Summary of services

Initials	Name	Hours	Eff. Rate	Amount
JDKM	Joseph D. Kmak	2.70	875.00	2,362.50
KIVA	Kiran Vakamudi	0.40	1150.00	460.00
Total		3.10		2,822.50

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

Page 56

Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Summary of Services

Initials	Name	Hours	Eff. Rate	Amount
DCDA	David C. D'Alessandro	8.90	1920.00	17,088.00
PEH	Paul E. Heath	60.10	1810.00	108,781.00
LRKA	Lauren R. Kanzer	76.50	1590.00	121,635.00
TMK	T. M. Kelly	9.10	1920.00	17,472.00
JDKM	Joseph D. Kmak	4.20	875.00	3,675.00
JKLO	James K. Longhofer	9.00	1425.00	12,825.00
DSME	David S. Meyer	59.20	1810.00	107,152.00
MWMO	Matthew W. Moran	31.10	1810.00	56,291.00
EENE	Elizabeth E. Neuman	6.50	420.00	2,730.00
ZAPA	Zachary A. Paiva	20.50	1085.00	22,242.50
DSPE	David S. Peck	4.20	1920.00	8,064.00
MJPY	Matthew J. Pyeatt	42.90	1220.00	52,338.00
WTS	Wendy T. Salinas	4.10	1920.00	7,872.00
MST	Michael S. Telle	6.30	1865.00	11,749.50
AMTH	Alexandra M. Thomas	80.00	730.00	58,400.00
KIVA	Kiran Vakamudi	64.00	1150.00	73,600.00
SAZO	Sara Zoglman	108.80	945.00	102,816.00
Total		595.40		\$784,731.00

I.R.S. NO. 74-1183015

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Exhibit G

Detailed Description of Expenses and Disbursements

V&E Invoice

Official Committee of Equity Security Ho June 8, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25723836
 Billing Attorney David S. Meyer

Re: Project E

Disbursements and other charges posted through April 30, 2023:

Computer Legal Research			
04/10/23	EENE	Pacer Service Center	1,257.83
		Computer Legal Research	\$1,257.83
Photocopy			
03/14/23	PEH	1686 pages @ 0.15 per page	252.90
03/30/23	EENE	514 pages @ 0.15 per page	77.10
04/05/23	KIVA	500 pages @ 0.15 per page	75.00
04/05/23	EENE	514 pages @ 0.15 per page	77.10
04/20/23	DSME	31 pages @ 0.15 per page	4.65
04/20/23	DSME	2148 pages @ 0.15 per page	322.20
		Photocopy	\$808.95
Color Copies			
03/29/23	AMTH	772 color copies @ 0.65 per page	501.80
03/30/23	EENE	45 color copies @ 0.65 per page	29.25
04/03/23	KIVA	192 color copies @ 0.65 per page	124.80
04/05/23	EENE	45 color copies @ 0.65 per page	29.25
		Color Copies	\$685.10
Outside Professional Services			
03/25/23	EENE	VENDOR: Judicial Transcribers of Texas, LLC; INVOICE#: 66983-4; DATE: 3/25/2023 - Payment for transcripts of 03/01/2023 and 03/03/2023 court hearings in Core Scientific, Inc. case	82.80
		Outside Professional Services	\$82.80
Total			\$2,834.68
Total disbursements and other charges			\$2,834.68
Total fees, all matters			\$626,382.50
Total disbursements and other charges, all matters			\$2,834.68
Total fees and disbursements, this invoice			\$629,217.18
Total Invoice			\$629,217.18

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

Page 47

Client/Matter Number OFF300 58000
 Invoice Number 25726924
 Billing Attorney David S. Meyer

Re: Project E

Disbursements and other charges posted through May 31, 2023:

Travel			
05/18/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/18/2023 Airfare Delta Airlines - Attend client hearing in Houston. for MEYER/DAVID S Route: IAH LGA on 05/22/2023 - 05/22/2023	459.51
05/18/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/18/2023 Airfare United Airlines - Attend client hearing in Houston. for MEYER/DAVID S Route: LGA IAH on 05/22/2023 - 05/22/2023	468.65
05/22/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/22/2023 Taxi FSP*LIMO ANYWHERE PA STAMFORD CT - Attend client hearing. Taxi from home to airport.	201.50
05/22/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/22/2023 Taxi FSP*LIMO ANYWHERE PA STAMFORD CT - Attend client hearing. Taxi from airport home.	201.50
05/22/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/22/2023 Internet Services UAL INFLT WIFIONBOAR 877-350-0038 IL - Attend client hearing.	8.00
05/23/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/23/2023 Taxi EXCELSIOR TRANSPORTA 1158879-1 TX - Attend client hearing. Taxi from airport to hotel.	125.20
05/23/23	DSME	VENDOR: AMEX - ChromeRiver INVOICE#: CE010059307175 DATE: 6/20/2023 05/23/2023 Taxi EXCELSIOR TRANSPORTA 1158879-2 TX - Attend client hearing. Taxi from Houston office to airport on 5/22/23.	104.70
Travel			\$1,569.06
Business Meals			
05/22/23	PEH	VENDOR: Mendocino Farms; INVOICE#: 18475336998436864; DATE: 5/22/2023; RR Team lunch on 5/22/23- 6 people	174.64
Business Meals			\$174.64
Computer Legal Research			
05/01/23		VENDOR: Pacer Service Center INVOICES	466.13
Computer Legal Research			\$466.13
Color Copies			
05/11/23	DSME	37 color copies @ 0.65 per page	24.05
Color Copies			\$24.05
Total			\$2,233.88
Total disbursements and other charges			\$2,233.88
Total fees, all matters			\$427,892.00
Total disbursements and other charges, all matters			\$2,233.88

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho July 18, 2023

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Client/Matter Number OFF300 58000
Invoice Number 25726924
Billing Attorney David S. Meyer

Re: Project E

Total Invoice **\$430,125.88**

I.R.S. NO. 74-1183015

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V&E Invoice

Official Committee of Equity Security Ho August 28, 2023

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Client/Matter Number OFF300 58000
 Invoice Number 25729846
 Billing Attorney David S. Meyer

Re: Project E

Disbursements and other charges posted through June 30, 2023:

Miscellaneous			
06/30/23	AMTH	VENDOR: LexisNexis; INVOICE#: 3094584043; DATE: 6/30/2023 - Acct. No. 425225DKW - Courtlink Subscription - 6/01 - 6/30/23	84.43
	Miscellaneous		\$84.43
Computer Legal Research			
06/01/23		Computer Legal Research	15,395.22
	Computer Legal Research		\$15,395.22
Photocopy			
06/05/23	DSME	170 pages @ 0.15 per page	25.50
06/21/23	KIVA	125 pages @ 0.15 per page	18.75
	Photocopy		\$44.25
Color Copies			
06/05/23	DSME	25 color copies @ 0.65 per page	16.25
06/21/23	KIVA	102 color copies @ 0.65 per page	66.30
06/29/23	DSME	257 color copies @ 0.65 per page	167.05
	Color Copies		\$249.60
Total			\$15,773.50
Total disbursements and other charges			\$15,773.50
Total fees, all matters			\$784,731.00
Total disbursements and other charges, all matters			\$15,773.50
Total Invoice			\$800,504.50

I.R.S. NO. 74-1183015

Please reference client/matter and invoice numbers when making payment.

PLEASE REMIT TO:

VINSON & ELKINS LLP, PO BOX 200828, DALLAS, TX 75320-0828

Tel +1.713.758.2222 Fax +1.713.758.2346 www.velaw.com

Exhibit H

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: CORE SCIENTIFIC, INC., et al., Debtors.¹	§ § § § §	Case No. 22-90341 (DRJ) Chapter 11 (Jointly Administered) Re: Dkt. No. ____
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**ORDER GRANTING THE
FIRST INTERIM FEE APPLICATION OF VINSON & ELKINS LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS FOR THE PERIOD FROM MARCH 30, 2023 THROUGH JUNE 30, 2023**

Upon the *First Interim Application of Vinson & Elkins LLP, Counsel for the Official Committee of Equity Security Holders for the Period From March 30, 2023 through June 30, 2023* (the “**Application**”)²; and the Court having jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Application after having given due deliberation upon the Application and all of the proceedings had before the Court in connection with the Application, it

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR, LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

is HEREBY ORDERED THAT:

1. Interim compensation of fees to V&E for professional services rendered during the Fee Period is allowed in the amount of \$1,859,847.56.

2. Interim reimbursement to V&E for expenses incurred during the Fee Period is allowed in the amount of \$20,842.06.

3. The Debtors are authorized and directed to pay V&E all unpaid fees and expenses allowed pursuant to this Order.

Dated: _____, 2023
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE